

## **BY-LAWS OF WOODLAND ACCESS VISUAL ENTERPRISES (“WAVE”)**

### **I. NAME** *(Amended April 30, 1996)*

#### Section 1.01—Name

The name of the organization shall be Woodland Access Visual Enterprises, hereinafter referred to as the “Corporation” or “WAVE”.

### **II. OFFICES OF THE CORPORATION**

#### Section 2.01--Principal Office

The principal office for the transaction of the activities and affairs of the Corporation shall be located within the City of Woodland, California. The Board of Directors ("Board") may change the Principal Office from one location to another within the City.

### **III. PURPOSES AND LIMITATION**

#### Section 3.01--Purposes

The purposes of this Corporation are:

- (a) To provide individuals and organizations the necessary resources and support to produce programming for the public access television channel(s), including training, equipment, production facilities and channel time;
- (b) To provide residents of Woodland with programming reflecting the activities, concerns and interests of the residents of the City of Woodland in a manner that promotes a free exchange of ideas and information;
- (c) To encourage the use of public access television channel(s) among a wide range of individuals, groups and institutions within the City of Woodland;
- (d) To assure that the public access television channel(s) are made available to all residents and institutions of the City of Woodland on a nondiscriminatory, first come, first served basis,
- (e) To assure that no censorship or control over program content of the public access television channels exists, except as necessary to comply with Federal Communications

Commission prohibition of material that is obscene or contains commercial advertising or conducts a lottery;

- (f) To develop funding resources and to administer such funds in order to promote access programming; and
- (g) To determine and conduct or support in any manner, any and all other lawful things in furtherance of the foregoing charitable and educational purposes.

#### Section 3.02--Restrictions

No action taken by the Corporation may be in violation of applicable laws or government regulation, including but not limited to the Franchise Documents between the current cable provider under contract with the City of Woodland and the City of Woodland.

### **IV. MEMBERSHIP**

#### Section 4.01--Initial Members

The initial members of the Corporation shall be limited to the Board. No later than one (1) year from the date of incorporation the membership of the Corporation shall be expanded and function as described in the following subsections.

#### Section 4.02--Membership Qualification

Any individual or entity meeting the requirements for one of the classes of membership provided in Section 4.03 who is in substantial agreement with the objectives of the organization as set forth in the Articles of Incorporation shall be eligible for membership upon completion of a membership application and payment of dues. Membership is available to all eligible persons without discrimination.

#### Section 4.03--Classes of Members

There shall be four (4) classes of members in the Corporation:

- (a) Individual members shall be those persons who are residents of the City of Woodland and who pay annual dues as established by the Board.
- (b) Non-Profit members shall be nonprofit organizations or cooperatives whose principal address is in Woodland or a nonprofit organization or cooperative, which the Board had determined to have as members a large number of residents of the City of Woodland and who pay dues as established by the Board.

- (c) Business members shall be any for-profit entity which has an address in Woodland or which the Board has determined provides services or products to a large number of residents of Woodland and who pay dues as established by the Board.
- (d) Student members shall be those persons who are currently residents of the City of Woodland that are currently attending school or students that are currently attending school in Woodland and who pay annual dues as established by the Board.

Section 4.04 Voting Right (*Amended April 2008 by mailed ballot to members*)

Members, as defined in Section 4.03, are considered non-voting members. Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. Members shall have the right to participate in advisory and working committees that make policy recommendations to the Board of Directors.

Section 4.05--Dues and Terms of Membership

The Board shall establish annual dues for the four (4) classes of members and specify requirements of membership, if any.

**V. MEETING OF MEMBERS** (*Section V deemed not necessary due to amendment of Section 4.04 which changed members to a non-voting status by ballot mailed and approved by members on April, 2008*).

**VI. VOTING OF MEMBERS** (*Section deemed not necessary due to amendment of Section 4.04 which changed members to a non-voting status by ballot mailed and approved by members on April, 2008*).

**VII. THE BOARD OF DIRECTORS**

Section 7.01--General Powers of the Board

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws and subject to any limitations of the Articles of Incorporation or the Bylaws regarding action that requires approval of the members, the Corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

Section 7.02--Qualifications

All members of the Board must be residents of Woodland and will be entitled to an individual membership in the Corporation as long as they are a board member in good standing.

Section 7.03--Composition of the Initial Board

- (a) The initial and ongoing Board may consist of persons who as closely as possible represent the racial, ethnic, geographic and socioeconomic diversity of the City of Woodland. Further, the Board may also represent the broad base of community interests as reflected in the variety of nonprofit organizations and cooperatives serving the City of Woodland and may represent access producers and persons with knowledge and expertise which will benefit the Corporation.
- (b) The initial Board shall consist of nine (9) voting members and two (2) nonvoting ex-officio members.
- (c) The initial Board voting members shall be the nine (9) incorporators of the Corporation. The initial Board ex-officio members shall consist of a representative designated by the City Council of the City of Woodland and a representative designated by the governing board of the Cable Company.

Section 7.04--Composition of Ongoing Board

- (a) The ongoing Board of the Corporation shall consist of a maximum of nine (9) voting members and a maximum of two (2) ex-officio nonvoting members.
- (b) "Elected Board members" means a maximum of seven (7) Board members elected by a simple majority of the current standing board.
- (c) "Appointed Board members" means a maximum of two (2) Board members appointed by the current President.-
- (d) "Ex-officio" members shall be nonvoting members of the Board and one shall be a representative designated by the City Council of the City of Woodland and one shall be a representative designated by the governing board of the cable company.
- (e) Not more than forty-nine percent (49%) of the persons serving as voting members of the Board of the Corporation may be interested persons. For the purpose of the foregoing, "interested person" means any person currently 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 reasonable reimbursement paid to a director as a director), or any brother, sister,

ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

#### Section 7.05--Terms of Board Members

- (a) The initial Appointed Directors shall have terms that expire on the date of the annual meeting of the Corporation in February 1993. The initial Elected Directors shall draw lots so that three (3) Elected Directors shall have terms which expire on the date of the annual meeting of the Corporation in February 1993, two (2) Elected Directors shall have terms which expire on the date of the 1994 annual meeting and two (2) Elected Directors shall have terms which expire on the date of the 1995 annual meeting.
- (b) Elected Board members shall serve three (3) year terms, providing that an Elected Board members shall serve no more than two (2) consecutive full three (3) year terms. A term less than three (3) years shall not be considered a full term.
- (c) Terms of Elected Board members shall be staggered in such a way that either two (2) or three (3) Directors shall be elected by the current Board each year.
- (d) Appointed Board members shall serve one (1)-year terms, provided that no appointed Board member shall serve more than three (3) consecutive full one (1)-year terms. A term less than one (1) year shall not be considered a full term. The Board shall have the power to appoint a new Appointed Board member to fill any vacancy on the Board which was created by the removal of an Appointed Director pursuant to Sections 5221, 5222 and 5223 of the California Corporations Code.
- (e) A term of each Board member shall not end before a successor is duly elected and qualified.

#### Section 7.06--Resignation

- (a) Any Director may resign effective upon giving written notice to the Board, the Chairperson, the President or the Secretary, unless the notice specifies a later time for the resignation to become effective. Except on notice to the Attorney General, no Director may resign when the Corporation would then be left without at least one (1) duly elected Director in charge of its affairs.
- (b) Failure of a Director to participate in three (3) consecutive unexcused Board meetings shall be deemed a voluntary resignation from office, effective seven (7) days following the third meeting. Exceptions may be granted by resolution of the Board.

### Section 7.07--Events Causing Vacancies

- (a) A vacancy or vacancies on the Board shall exist on the occurrence of the following:
- 1) The death or resignation of any Board member;
  - 2) The declaration by resolution of the Board of a vacancy in the office of a Board member who has been declared of unsound mind by an order of a court, convicted of a felony or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
- (b) The Secretary of the Corporation shall notify the affected Board member of any action taken under this section and Section 7.06(b) by certified mail (return receipt) within seven (7) days.

### Section 7.08--Filling Vacancies

Vacancies on the Board may be filled by approval of a majority of the Board members then in office, whether or not less than a quorum, or by a sole remaining Board member. The Board members so appointed shall serve the remaining term of the vacant seat.

### Section 7.09--Regular Meetings

The Board shall schedule regular meetings for the transaction of the Corporation's business and shall schedule these meetings at least quarterly throughout the year. Regular meetings will be held at a time and place determined by resolution of the Board and no other notice of the meeting shall be required. Schedules of Board meetings will be made available to members and the public and minutes of the most recent meeting shall be prominently posted in the office of the Corporation, except that at the discretion of the Secretary, those matters deemed confidential may be deleted from the posted copy.

### Section 7.10--Organizational Meeting

The Board shall designate and hold a regular annual meeting for purposes of organization, election of officers, appointment of Board members and transaction of other business.

### Section 7.11--Special Meetings

Special meetings of the Board may be called at any time by the President or any two (2) members of the Board. Notice of the time and place of special meetings shall be given either: (a) via first-class mail or email sent to each Board member at least four (4) calendar

days before such a meeting is held, or (b) via telephone or in person given at least two (2) days before the meeting. Special meetings of the Board may be held at a place designated by the Board or at the principal office. Attendance at any meeting by a Board member shall constitute a waiver of notice of the meeting except where a Board member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### Section 7.12--Quorum

A quorum shall be a simple majority of the current members of the Board.

#### Section 7.13--Loss of Quorum

Subject to Sections 7.12 and 7.14 of these Bylaws, the Directors present may continue to transact business until adjournment even if enough Directors have withdrawn to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the Directors required to constitute a quorum.

#### Section 7.14--Majority Vote

No action of the Board shall be valid unless approved by a majority of those Board members attending the meeting at which a quorum is present. There shall be no vote by proxy.

#### Section 7.15--Compensation

Board members shall receive no compensation for services as Board members, but may be reimbursed for any reasonable expenses approved by the Board.

### **VIII. THE ELECTION OF BOARD MEMBERS**

#### Section 8.01--Nomination of Board Members

The Nominating Committee shall propose a candidate for each opening on the Board. The Nominating Committee is encouraged to ensure that nominees for the Board represent as closely as possible the racial, ethnic, geographic and socioeconomic diversity of City of Woodland.

### **IX. OFFICERS**

#### Section 9.01--Qualification of Elected and Appointed Officers

All elected and appointed officers of the Corporation shall automatically considered to be members in good standing of the Individual member class as defined in Section 4.03(a) during their tenure of service on the board.

Section 9.02--Designation of Officers *(Amended April 30, 1996)*

The Officers of the corporation shall be a President, Vice President, Secretary and Treasurer. The Board shall choose the Officers from the members of the Board. None of the Officers may serve concurrently as any other Officer.

Section 9.03--Election of Officers

The officers of the Corporation shall be chosen by a simple majority vote of the Board and shall serve at the pleasure of the Board.

Section 9.04--Resignation of Officers

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice, and unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall not affect the rights, if any, of the Corporation under any contract in which the officer is a party.

Section 9.05--Removal of Officers

Any officer may be removed from office by resolution of the Board when, in their judgment, the best interests of the Corporation shall be served thereby. Removal of an officer shall be without any prejudice to any contractual rights which he or she may have with respect to the Corporation.

Section 9.06--Vacancies

Any vacancy among the officers shall be filled for the unexpired term by appointment by the President and approval of a simple majority of the Board.

Section 9.07--Terms of Office *(Amended February 28, 2001)*

The terms of office for the officers of the Corporation shall commence immediately upon Board approval in January.



### Section 9.08. President

The President of the Board shall preside at meetings of the Board and shall exercise and perform such other duties and powers as the Board may assign from time to time. President of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the Executive Director of the Corporation prescribed by these Bylaws.

### Section 9.09--Executive Director

Subject to such supervisory powers as the Board may give to the President of the Board, if any, and subject to the control of the Board, the Executive Director shall be the chief executive officer and the general manager of the Corporation and shall supervise, direct and control the Corporation's activities and affairs. The Executive Director shall have such other powers and duties as the Board or these By-laws may prescribe.

### Section 9.10—Vice President

If the Vice President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Bylaws may prescribe.

### Section 9.11--Secretary

- (a) The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board, and of Committees. The minutes shall include the time and place that the meeting was held, whether the meeting was annual, regular or special, and if special, how authorized, the notice given, the names of those present at the Board and committee meetings and the number of members present or represented. The Secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.
- (b) The Secretary shall keep, or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's members, showing each member's name, address, class and status of membership.
- (c) The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these Bylaws to be given. The

Secretary shall have other powers and perform such other duties as the Board or these Bylaws may prescribe.

#### Section 9.12--Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall give or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these Bylaws or by the Board. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall be responsible for preparing an annual budget to present to the finance committee in December for Board approval in January.

### **X. COMMITTEES OF THE BOARD**

#### Section 10.01--Standing Committees

The Board shall appoint three standing committees: an Executive Committee, a Finance Committee and a Nominating Committee. Each Standing Committee shall consist of at least two (2) Board members and shall be appointed from among the members of the Board. No Board member shall serve on more than two (2) standing committees except the President of the Board, who shall be a member of each committee.

#### Section 10.02--Duties of Executive Committee

The Executive Committee shall have the power to act as the Board in between Board meetings except that the Executive Committee shall not regardless of Board resolution:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) Amend or repeal Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board that by its express terms is not amendable or repealable,
- (d) Create any other committee of the Board or appoint the members of committees of the Board,
- (e) Expend corporate funds to support a nominee for Board member; or

- (f) Approve any contract or transaction, to which the Corporation is a party and in which one or more of its Board members has a material financial interest, except as special approval is provided for in Section 5238(d)(3) of the California Corporations Code.

#### Section 10.03 --Duties of Finance Committee

The Finance Committee shall review the Annual Financial Statement, approve annual financial review and recommend to the Board the selection of and fees to be paid to an independent Certified Public Accountant for the Corporation. It shall be the responsibility of the Finance Committee to report to the Board whether the Corporation is meeting its projected budget, on the scope and adequacy of the annual financial reviews and related fees, to continually monitor and report to the Board on the effectiveness and adequacy of the Corporation's internal accounting controls, and include in that report its findings as to whether or not any errors, omissions, criticisms or recommendations contained in the management letter of the independent Certified Public Accountant, if one accompanies the annual financial review has been properly dealt with. The Finance Committee shall have such other duties as may be delegated to it by the Board from time to time.

#### Section 10.04--Duties of the Nominating Committee

The Nominating Committee shall carry out its duties in accordance with the procedures specified in Sections 8.01 of these Bylaws, and shall carry out such other duties as may be required by the Board from time to time.

#### Section 10.05--Minutes of Standing Committee

The minutes or a report of each meeting of a Standing Committee shall be submitted to the Board no later than the Board's next regular meeting.

#### Section 10.06--Other Committees

The Board may establish other committees from time to time and these committees shall have such duties as may be conferred on them by the Board. Appointees must be members in good standing of the Corporation. Minutes and actions of all such Committees shall be submitted to the Board.

### **XI. INDEMNIFICATION AND INSURANCE**

#### Section 11.01--Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees and other persons described in Section 5238(a) of the California

Corporations Code, including persons for merely occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

#### Section 11.02--Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board may authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person may authorize indemnification.

#### Section 11.03--Advancement of Expense

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 11.01 and 11.02 of these Bylaws in defending any proceeding covered by those sections may be advanced by the Corporation upon a reasonable showing of ability to repay before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

#### Section 11.04--Insurance

The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, Directors, employees and other agents, against any liability asserted against or incurred by any officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

## **XII. PERFORMANCE OF THE CORPORATION**

#### Section 12.01--Reporting Requirements

Annual report regarding the Corporation's fiscal and operational activities shall be prepared and distributed in accordance with Section 6321 of the California Corporations Code.

Section 12.02--Adjusting and Inspection Requirement (Amended April 30, 1996)

The Corporation will contract a financial review with a Certified Public Accountant on an annual basis and its records shall be open to the membership for inspection in accordance with Sections 6330-6334 of the California Operations Code.

**XIII. MISCELLANEOUS**

Section 13.01--Nondiscrimination

The Corporation shall 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, physical disability, political affiliation or economic status. This section does not guarantee a right to any person or organization to have any program distributed over the channels governed by the Corporation.

Section 13.02--Meeting of the Corporation

All meetings of the Corporation and the Board are open to the public except for those items that are determined by a majority of the Board to be confidential. All meetings of the Corporation and the Board shall be held following Robert's Rules of Order, providing that the failure to observe Robert's Rules of Order shall not invalidate any action taken.

Section 13.03--Reference to Current Law

Whenever these Bylaws refer to a specific provision of law, it shall be interpreted to refer to any successor provisions of that law.

Section 13.04—Dissolution of Corporation

Any property, monies or other items of value belonging to the Corporation will be dedicated to the purpose of this Corporation and no individual will be entitled at any time, including dissolution, to receive any benefits from the property or accounts. In the event of dissolution or the impossibility of performing the purposes herein described, the assets are to be distributed to an organization with like purposes, which is exempt under Section 501(c)(3) of the Internal Revenue Code.

**XIV. AMENDMENT OF BYLAWS**

Section 14.01—Amendment of By-Laws by current Board

The Bylaws of the Corporation may be adopted, amended or repealed only by two-thirds (2/3) vote of the Board at any board meeting, provided that the amendments and changes have been presented to all current board members in good standing at least ten (10) business days before the vote.

Amended: June 17, 2013