

BY-LAWS
OF
EVANSTON COMMUNITY MEDIA CENTER, INC.

ARTICLE I. NAME

The name of this corporation shall be EVANSTON COMMUNITY MEDIA CENTER, INC. (hereinafter in these By-Laws referred to as the “Corporation”).

ARTICLE II. PURPOSE

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 specific purposes are as follows:

- (1) To develop, coordinate, and promote community (public, educational, and governmental) access to existing and future communications media;
- (2) To establish, maintain and operate one or more media access center(s):
 - (A) To educate individuals and nonprofit organizations about the use of various media tools and techniques;
 - (B) To provide individuals and nonprofit organizations access to various media tools and assist them in the use of these tools.
 - (C) To promote media programs and support the use of various media as vehicles of artistic expression;
 - (D) To establish, maintain, operate, and promote distribution of various non-commercial media programs and materials, in the public interest;
- (3) To facilitate the use of Public, Educational and Government (PEG) access channels as a public forum which promotes free exchange of ideas and information.
- (4) To promote and develop activities and programs for the optimal use of media technologies for community purposes;
- (5) To serve access viewers with programs reflecting the activities, concerns and interests of the residents of Evanston in a manner that promotes a free exchange of ideas and information;
- (6) To create an environment that seeks diverse people and ideas.
- (7) To ensure that every individual, regardless of race, national origin, sex, age, sexual preference, religion, disability, political affiliation or economic status is served without discrimination in regard to membership, services, access to information or any activity of the Corporation;
- (8) To make recommendations to users and to cable communication franchisee(s) in regard to access services and institutional network services;

- (9) To apply for and receive contributions, grants, donations, underwriting, sponsorships and loans of all types from individuals, organizations, profit and nonprofit, public and private corporations, government agencies, and others to support the purpose of the Corporation; and
- (10) To determine and provide support for any and all other lawful things in furtherance of the foregoing charitable and educational purposes, either manifest or latent.

ARTICLE III. BOARD OF DIRECTORS

Section 1. POWERS AND DUTIES The Directors shall have general power to control and manage the affairs and property of the Corporation. The Directors shall have authority of the distribution and payment of monies received by the Corporation, provided that the fundamental and basic purposes of the Corporation shall not thereby be amended or changed, and provided further, that the Directors shall not permit any part of the earnings or capital of the Corporation to benefit any private individual, unless such earnings are tied to an individual contract in the form of bonuses and/or commissions, such individual contract to meet the requirements of these By-Laws. The Board of Directors shall review and approve by majority vote the execution of any deeds, bonds, mortgages, membership certificates, written contracts and other documents lasting more than 30 days or costing more than \$1,000.00.

Section 2. NUMBER AND ELECTION OR APPOINTMENT TO OFFICE The number of Directors shall not be less than nine (9) and not greater than thirteen (13). A maximum of four (4) members of the Board of Directors shall be elected by the membership. The “core” Directors shall consist of two (2) appointed representatives from each of the local school districts (District #65 and #202), one appointed representative from the City of Evanston, and the four elected positions from the membership.

The remaining two (2) to four (4) seats shall be appointed by the “core” Board of Directors and shall be selected based upon the expertise needed to serve on its functional committees and/or to fulfill a specific task; these appointees of the Board shall serve one year terms. Appointees may be reappointed by a majority of the “core” Board.

Within the limits prescribed by these By-Laws, the number of Directors shall be such as may be fixed from time to time. A Director need not be a member of the Corporation prior to his or her election or appointment to the Board of Directors.

Questions concerning eligibility shall be determined by the Board of Directors holding office prior to the election or appointment concerned. Each Director shall continue in office until the expiration of the term for which he or she is elected or appointed, or until his or her successor shall have been elected or appointed and qualified, or until his or her death, resignation or removal.

Section 3. TERM OF OFFICE The initial Directors shall be persons named by the Transition Team and appointed by the Evanston City Council. The first full Board of Directors served for one-, two- and three-year terms effective July 1, 1996, to create staggered terms. The individual term of service for each of the members of the first Board of Directors shall be determined by the Transition Team. Thereafter, at the Annual Meeting, Directors shall be elected for three-year term, each term to start at the next regular meeting of the Board.

Directors appointed by the Board may be reappointed for two additional one year terms upon the completion of their term, if determined to be in the best interest of the Board. Elected Directors may serve for additional terms if elected by the membership.

Section 4. RESIGNATION OR REMOVAL OF DIRECTORS A Director may resign by delivering written notice to the Corporation at its principal office. Such resignation shall be effective upon its delivery to the Directors.

Elected and Appointed Directors: A Director may be removed for cause, at any regular meeting, or a meeting called for that purpose, by a vote of two-thirds of the members of the Directors in office. An elected Director who misses three (3) consecutive Board meetings may be removed, without notice, by a majority vote of the Directors present during the next meeting of the Board, whether or not the Director in question is present.

Representative Directors: In the event a representative Director fails to attend three (3) consecutive meetings of the Directors to his/her supervisor shall be notified. The respective school superintendent or City Manager will be asked to appoint a new member to the Directors before the next meeting of the Directors.

Section 5. VACANCIES Any vacancy among the elected Board of Directors arising within the first six (6) months of the Annual meeting election may be filled for the unexpired term at any meeting of the Board of Directors by offering the seat to the next consecutive candidate in the order in which the candidate finished on the vote tabulation at the previous annual meeting election.

Vacancies among the representative Directors shall be filled by the representative institution.

Section 6. CONFLICT OF INTEREST. As a Director, a duty of loyalty to the Corporation requires one to act in the best interests of the Corporation rather than the personal interests of the Director of some other person(s) or organization(s). No Director shall be disqualified from holding office by reason of any interest in any concern. If, however, a Director has a financial or personal interest in any matter coming before the Board of Directors, the Director shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 7. DISQUALIFICATION. No member of the Corporation shall serve as a member of the Board of Directors. The Executive Director shall serve the board in an ex officio capacity but shall have no voting privileges. No immediate family/relative of the Corporation's staff shall serve as a member of the Board of Directors, nor shall any immediate family/relative of any Board of Director be an employee of the Corporation. No employee or immediate family/relative of the Evanston cable licensee, its parent or affiliates, may serve as a member of the Board of Directors, nor shall any Director or immediate family/relative become an employee of the cable licensee, its parent or its affiliates.

Section 8. COMPENSATION

Directors shall not receive any compensation for their Board services, but may be reimbursed for reasonable expenses related to Board services.

ARTICLE IV. MEMBERSHIP

Section 1. THE MEMBERS

Membership in the Corporation will be open to any individuals residing within 25 miles of Evanston or Evanston nonprofits and Evanston businesses located within a 25 mile radius of Evanston.

Section 2. VOTING RIGHTS

At every regular or special meeting of the members, each member authorized to vote shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. TERMINATION OF MEMBERSHIP

The Board of Directors by affirmative vote of two-thirds of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly-constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues, if any.

Section 4. TRANSFER OF MEMBERSHIP

Membership in this Corporation is not transferable or assignable.

Section 5. NO MEMBERSHIP CERTIFICATES

No membership certificates of the Corporation shall be required.

ARTICLE V. MEETINGS OF THE MEMBERS

Section 1. ANNUAL MEETING

The Corporation shall conduct at least one regular meeting of members annually, in July or at a date determined by the Board of Directors. This Annual Meeting shall take place at the registered office of the Corporation or at another place in the city of Evanston designated by the Board of Directors. At such time the members shall elect their representatives to the Board of Directors, the Nominating Committee members, and transact any other business as may come before the Board in accordance with the law and these By-Laws.

Section 2. SPECIAL MEETINGS

Special meetings of the members may be called either by the President or the Board of Directors, or not less than one-twentieth of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

Section 3. NOTICE OF MEETINGS

Notice of regular and special meetings of the members shall be given ten days prior to the scheduled date of the meeting. Notice must be given by mail, e-mail, fax, person-to-person contact or telephone to each member entitled to vote.

Section 4. FIXING OF RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of membership for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days and, for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. REGULAR MEETINGS

Regular meetings of the Board of Directors for the transaction of such business as may be done in accordance with law and these By-Laws shall be held at such times as the Board of Directors in office may fix from time to time.

Section 2. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, or by a majority of the Directors in office and shall be held at such time and for such purposes as may be specified in the call for said meeting.

Section 3. QUORUM

A majority of the Directors shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at the meeting at which a quorum is present shall be the acts of the Directors; provided, however, that if all of the Directors shall severally or collectively consent in writing to any action taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Directors.

Section 4. OPEN MEETINGS

5 Illinois Compiled Statutes 120, relating to open meetings of governmental bodies, shall apply to all meetings and votes of the membership, Board of Directors or a subunit thereof.

Section 5. VOTING

Voting on rules, regulations or policies by the Board of Directors may be done through electronic vote or e-vote if there is an issue of timeliness. A Director may participate in the meeting and vote via written proxy or any form of distance telecommunications. NEW

Article VII. OFFICERS

Section 1. OFFICERS

The Officers of the Corporation shall include a President, a vice president, a Secretary and a Treasurer, and also may include one or more Vice-Presidents and an Assistant Secretary. All Officers shall be elected by the Board of Directors from the Board of Directors. No person shall hold more than one office at any one time. Each Officer of the Corporation shall be elected annually and shall hold office until the next Annual Meeting of the Corporation, or special meeting held in place thereof and thereafter until his or her successor is chosen and qualified.

Section 2. DUTIES OF PRESIDENT

The President shall be the Chief Executive Officer of the Corporation. The President shall make a report on the affairs of the Corporation at each meeting of the members and each meeting of the Directors and shall see that all orders and resolutions of the members and Directors are carried into effect; subject, however, to the right of members or the Directors to delegate to any other person any specific delegable duties. The President shall execute, in the name of the Corporation, all board approved deeds, bonds, mortgages, membership certificates, written contracts and other documents, and, wherever necessary or proper, shall affix thereto the Corporate Seal. The President shall appoint the Chairpersons of all committees subject to the approval of the Board of Directors. The President shall be an ex-officio member of all committees and shall perform other duties as are usually incident to his or her office or may be required by the Directors.

The President may not vote except in the case of a tie. In that event, he or she will then cast the deciding vote.

Section 3. DUTIES OF VICE PRESIDENT

The Vice President shall fulfill the duties of the President in the event of the absence or incapacity of the President, and shall have such other powers and shall perform such other duties as are set forth in these By-Laws, as now or hereafter amended, and as the Board of Directors may designate from time to time. In event of the absence or incapacity of the Vice President, any other Vice President shall fulfill the aforesaid duties of the President.

Section 4. DUTIES OF THE SECRETARY

The Secretary shall issue notices of Director and Membership Meetings as herein before set forth, shall attend and keep the minutes of the same, shall attest the signing and sealing by the President of all instruments requiring the Corporate Seal and the signing of all other instruments when so required by the President, these By-Laws, or by law, shall do such other things as may be required by law and shall perform such other duties as are usually incident to his or her office or as may be required by the Directors. There may be one Assistant Secretary. In the event there is no Secretary or he or she is absent, the Assistant Secretary shall perform the duties of the Secretary.

Section 5. DUTIES OF THE TREASURER

The Treasurer of the Corporation shall be the Chief Financial Officer and shall have custody and control of all funds and valuables of the Corporation. The Treasurer shall receive the funds of the Corporation and shall make disbursements there from and shall keep regular books of account showing receipts and disbursement, and shall supervise and submit monthly financial statements and an annual audited statement of all such receipts and disbursements to the Board of Directors for their examination and approval. The Treasurer shall deposit in the name of the Corporation all monies and valuables of the Corporation with the depository or depositories designated by the Board of Directors. The Treasurer shall also perform such other duties as are incident to his or her office or as may be required by the Directors.

Section 6. RESIGNATION OR REMOVAL OF OFFICERS

Any Officer may resign by delivering his or her written resignation to the Corporation at its principal office or to any other Officer. Such resignation shall be effective upon its acceptance by the Board of Directors. The Board of Directors may remove from office any officer by two-thirds (2/3) vote, whenever, in their judgment, the best interests of the Corporation will be served thereby.

Section 7. VACANCIES

A vacancy in any duly constituted office may be filled by majority vote of the Board of Directors whenever it occurs.

Section 8. COMPENSATION

Officers shall receive no compensation for their services as officers of the Corporation as such; provided, however, that any officer may, if authorized by the Board of Directors, be reimbursed for necessary expenses.

ARTICLE VIII. COMMITTEES

Section 1. STANDING COMMITTEES

- (a) FINANCE COMMITTEE
- (b) EXECUTIVE COMMITTEE
- (c) PUBLIC RELATIONS AND MARKETING MEMBERSHIP COMMITTEE
- (d) PROGRAMMING AND OPERATIONS COMMITTEE
- (e) FUND-RAISING AND GRANTWRITING PUBLIC RELATIONS COMMITTEE
- (f) NOMINATING COMMITTEE

Section 2. APPOINTMENT AND FUNCTIONS OF STANDING COMMITTEES

The President shall appoint the chairpersons of all Standing Committees, subject to approval of the Board of Directors. The chairperson of each Standing Committee shall be a member of the Board of Directors.

Volunteers may be solicited for the Standing Committees among Board Members and among the general membership. Should enough members not volunteer to serve on the Standing Committees, the Board may appoint members to the Committees, which shall have a minimum of two (2) Directors as members and may, except for the Executive Committee, have other Corporation members who are not Directors. Members of the Committees, other than those who are Directors, may live outside the Evanston cable service area if they are members of an Evanston not-for-profit organization or a student in a District #65 or District #202 school. Committees shall be advisory in nature, but shall have such authority as may be delegated by the Board. In all cases, they shall be subject to the Board and shall not have the authority to act in the place of the Board or to obligate the Corporation as to any third party. The term of membership of the Committees shall be one (1) year. Mid-term vacancies may be filled by the regular procedure for appointments.

At the Annual Meeting, each Committee shall submit a report of the Committee's activities and their effectiveness during the prior year.

Section 3. FINANCE COMMITTEE

The Finance Committee shall develop and recommend to the Board of Directors the annual budget and work plan; shall regularly monitor the Corporation's expenses and income; and shall recommend budget adjustments to the Board of Directors as needed. The Finance Committee shall review the annual financial statements; approve annual audit reports; and recommend to the Board of Directors the selection of, and fees to be paid to, the independent Certified Public Accountant for the Corporation. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether the Corporation is meeting its projected budget; on the scope and adequacy of the annual audit and related fees; to continually monitor and report to the Board of Directors on the effectiveness and adequacy of the Corporation's internal accounting controls, and to 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 Accounting, if one accompanies the annual audit, have been properly handled.

Section 4. EXECUTIVE COMMITTEE

The Executive Committee shall be comprised solely of the Officers of the Board and shall have the power to act as the Board of Directors in between Board meetings. The Committee is responsible for authorizing the Director to fill vacant staff positions, guiding strategic planning efforts and coordinating the work of other Committees. It also reviews and recommends policies to the full Board, particularly those regarding legal and resource issues. The Committee also monitors, nurtures and evaluates the Executive Director.

Section 5. MEMBERSHIP COMMITTEE FUNDRAISING AND GRANT WRITING COMMITTEE

The Membership Committee shall develop and implement strategies for developing a broad-based membership for the Corporation. The Membership Committee shall recommend to the

Board of Directors an annual membership campaign and, upon the adoption of an annual membership campaign by the Board of Directors, shall enlist members of the Board of Directors, officers, members and other volunteers to assist in the implementation of such membership campaign.

The Fundraising and Grant writing Committee shall research potential grants and prepare proposals and recommendations to the Board of Directors and shall therefore monitor such grants. They shall also be responsible for finding and implementing other fundraising opportunities. NEW

Section 6. PROGRAMMING AND OPERATIONS COMMITTEE

The Programming and Operations Committee shall be responsible for ensuring that a wide variety of programming which addresses the interests and needs of Evanston residents, institutions, and organizations is available, whether through the production or acquisition of such programming.

The Programming and Operations Committee shall review and evaluate the allocation of channel space which the Corporation manages, operates and otherwise aids in scheduling; shall, subject to the direction and approval of the Board of Directors, coordinate the operation of such space with the operation of the Cable Television System; shall annually recommend to the Board of Directors a procedure for the development and evaluation of strategies to maximize the quantity and quality of original programming produced or fostered by the Corporation; and report regularly all programming and channel operation activities to the Board of Directors. The Committee shall work with the appropriate staff personnel to accomplish these purposes without interfering with the day-to-day management of the Corporation.

Section 7. FUND-RAISING AND PUBLIC RELATIONS AND MARKETING COMMITTEE

The Communications Public Relations and Marketing Committee is responsible for all external communications matters in cooperation with the Executive Director as regards those communications which are part of the operation of the office, and including, without limitation, public relations, institutional promotion and special communications with members and potential members or supporters.

The Fundraising and Public Relations Committee shall review and recommend to the Board of Directors proposals for grant funding and shall thereafter monitor such grants.

Section 8. NOMINATING COMMITTEE

To ensure the broadest possible representation of highly qualified individuals, there shall be a Nominating Committee consisting of five members of the Corporation of whom one shall be a Board member. No more than one representative from any one organization may serve on the Nominating Committee.

Members of the Nominating Committee shall be elected at the Annual Meeting, by the members, for a term of one year. The Chairperson shall not be eligible again for Nominating Committee membership until after the lapse of one year. The Board of Directors shall have the power to fill

vacancies in the Committee until the next Annual Meeting. Members of the Nominating Committee shall not be considered for election in the year in which they serve on the Committee.

The Chairperson of the Committee shall be elected by the Committee members. In case of a vacancy in the office of Chairperson, a new Chairperson shall be elected by the Committee when the Committee has all five positions filled.

Three of the members of the Committee must be present to constitute a quorum for the transaction of business.

The Committee shall be responsible for presenting to the membership in writing at least 30 days before the Annual Meeting a slate of nominees for the open positions on the Board of Directors. The Committee shall consider in making nominations input from the City Council and School Boards and the needs of the Corporation for expertise in areas deemed important to achieve the Corporation's goals. The Committee shall also seek to ensure that the Board reflects and represents, to the greatest extent possible, the diverse interests of Evanston and the groups in the city of Evanston.

Any member of the Nominating Committee may be removed by the Board of Directors by a two-thirds (2/3) vote of the Board for cause, or whenever in its judgment the best interests of the Corporation will be served thereby.

ARTICLE IX. EXECUTIVE DIRECTOR AND STAFF

The Executive Committee may authorize the filling of such staff positions as may be necessary in the conduct of the business of the Corporation, including an Executive Director. The Executive Director shall have the authority and responsibility to manage and operate the Corporation's affairs in accordance with the general policies and directions specified by the Board of Directors, shall supervise the daily operations of the other employees and shall have additional authority and duties, as the Board of Directors may from time to time prescribe. All such policies, directions and duties shall be communicated to the Executive Director by the President of the Corporation. The Executive Director shall report to and be directly responsible to the Board of Directors.

The Executive Director shall be entitled to compensation for his or her services. The Board of Directors shall negotiate a contract with the Executive Director specifying salary, initial term of service, renewal and other provisions as appropriate. The Executive Director shall not be deemed a member of the Board of Directors, nor shall he or she be deemed to be an officer of the Corporation.

ARTICLE X. INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each of its Directors and Officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in

connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or Officer, except with respect to any matter as to which he or she shall have been adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by which such Director or Officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as being in the best interest of the Corporation after notice that it involves such indemnification: a) by a disinterested majority of the Directors then in office; or b) by a majority of the disinterested Directors then in office after the Corporation has received an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation. Expenses, including counsel fees reasonably incurred by any such Director or Officer in connection with the defense or disposition of any such actions, suit or other proceeding, may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated not to be entitled to indemnification by a court of competent jurisdiction. The right of indemnification hereby provided shall not be exclusive of or affect, any other rights to indemnification to which corporate personnel may be entitled by contract or otherwise under the law.

ARTICLE XI. LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Director, Officer or Member shall be entitled to any distribution or division of its remaining property or its proceeds.

All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. Assets held by the Corporation upon condition requiring return, transfer, or conveyance upon dissolution or liquidation shall be returned to the person(s) entitled thereto.

Assets remain after satisfaction of liabilities and obligations and after any required returns shall be transferred or conveyed for use of the government channel serving the Evanston cable area. If more than one such channel exists, the remaining assets shall be apportioned as equally as possible between them, according to the reasonable judgment of the Board of Directors. In the event no government channel exists in the Evanston cable area, the remaining assets shall be transferred or conveyed to one or more organizations which are engaged in activities as substantially similar as possible to this Corporation, with organizations serving Evanston residents given priority. Said receiving organizations shall be organized and operated exclusively for charitable or educational purposes and which shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Laws: provided, however, that no part of the net earnings of such organization or organizations shall inure to the benefit of any shareholders, member or individual, and no substantial part of the activities of such organization or organizations shall consist of carrying on propaganda or otherwise

attempting to influence legislation, and such organization or organizations shall not participate or intervene in any political campaign on behalf of any candidate for public office.

For purposes of these By-Laws, “assets” shall mean, without limitation, all real, personal, tangible, and intangible property.

ARTICLE XII. MISCELLANEOUS

Section 1. SEAL

The Seal of the Corporation shall consist of a fiat-faced circular die with the name of the Corporation, its state of incorporation and the year of its organization cut or engraved thereon.

Section 2. NOTICE

Whenever written notice is required to be given to any person, it shall be deemed given if delivered a) given to such person either personally or by sending a copy thereof by First Class mail, postage prepaid, or b) by telegram, when delivered to the telegram company, charges prepaid, to his or her address appearing on the books of the Corporation, or in the case of Directors of Members of another body, supplied by them to the Corporation in question for the purpose of notice.

Section 3. FISCAL YEAR

The Fiscal Year of the Corporation shall be the twelve months ending June 30th of any given year to coincide with the franchise agreement, except as from time to time otherwise determined by the Board of Directors.

Section 4. NOTES, CHECKS, & CONTRACTS

The check-signing authority will be as follows: Any check in an amount less than \$1,000 shall require at least one signature of either the Executive Director; President, Treasurer, or Secretary; any check in an amount of \$1,000 or greater shall require any two (2) signatures of either the Executive Director, President, Treasurer or Secretary Furthermore, any expense between \$2,500 and \$5,000 requires three (3) signatures of the President, Treasurer and Secretary; and any expense of \$5,000 or greater shall be based on the lowest responsible and responsive bid and shall be approved by the Board. The Board shall adopt Purchasing Procedures and Policies in accordance with the State of Illinois guidelines for government and non-profit organizations. All board approved deeds, bonds, mortgages, membership certificates, written contracts and other documents, shall require the signature of two officers of the Corporation: the President, in accordance with section 2 of Article VII and one other, either the Secretary or the Treasurer.

Section 5. CONDUCT OF MEETINGS

Robert's Rules of Order (Revised) shall govern the conduct of all meetings of the members of the Corporation and the Board of Directors and its various committees, except where the same shall be in conflict with law or these By-Laws.

ARTICLE XIII. AMENDMENTS

By-Laws may be altered, amended or repealed at any regular, special or Annual Meeting, in the following manner:

Section 1. Any member in good standing, including a member of the Board of Directors, may submit amendment(s) to these By-Laws to the Board of Directors. Said proposed amendment(s) shall be submitted in writing to the Secretary of the Board.

Section 2. Within sixty (60) days of receipt of said proposed amendment(s), the Board of Directors shall have an open hearing on the proposed amendment(s). Provided, that a copy of the proposed amendment(s) and a notice of the hearing shall be posted and maintained for at least fourteen (14) days before the date of said hearing in the office of the Corporation. Said notice shall also be displayed on the Corporation's bulletin board.

Section 3. Upon conclusion of said hearing, the Board of Directors shall take an open vote on said proposed amendment(s). A two-thirds (2/3) vote of the members of the Board present is necessary to amend, alter or repeal any part of all of these By-Laws. The vote can be in the form of an e-vote or distance telecommunication. NEW

Section 4. The Membership may call for a re-consideration of the Board of Directors' vote by submitting a petition containing the names of at least ten (10) per cent of the members in good standing to the Secretary of the Board. For this purpose, a list of the members in good standing shall be provided upon request to any member so requesting it. A meeting for re-consideration of the Board of Directors' vote on the By-Laws shall be called within thirty (30) days of receipt of said petition.

Section 5. The vote of the Board of Directors may be overridden by a vote of two-thirds (2/3) percent of Members in good standing present at any Regular, Special or Annual Meeting called for the purpose of said override, provided that all members be notified by mail of said override vote, that notice of said override vote shall be posted and maintained in the office of the Corporation and on the Corporation's bulletin board for not less than fourteen (14) days prior to said meeting.

ARTICLE XIV. ELECTIONS

Section 1. NOMINATING COMMITTEE

See Article VIII, Section 8 of these By-Laws.

Section 2. DUTIES OF THE NOMINATING COMMITTEE

The Nominating Committee, not later than sixty (60) days before the Annual Meeting shall nominate a Member for each place on the Board to be filled for that year, such nominations to be furnished to the Secretary of the Board of Directors of the Corporation.

Section 3. QUALIFICATIONS OF CANDIDATES

Elected board members, representing the public access users, should themselves be users of the public access facilities, currently certified at least in either studio or portable/edit production and actively participating in at least one cablecast project each year since tat certification.

Section 4. NOMINATION BY PETITION

Any qualified individual member in good standing may be nominated by the membership using the following procedure:

(A) The Board shall send written notice to all members of the Corporation notifying them of the procedures, time frame and deadline for filing a petition for nomination to the Board of Directors. Such notice shall indicate the number of Directors to be elected in each year.

(B) Any petition must be signed by no more than four (4) months preceding the record date for the Annual Meeting and must be submitted to the Secretary at least forty-five (45) days before the Annual Meeting.

(C) Petitions for nomination must contain the names of at least ten (10) percent of the members of the Corporation. Only one signature per organizational member is permitted.

Section 5. NOMINATIONS FROM THE FLOOR

There shall be no nominations made from the floor of the meeting except where there are not sufficient candidates nominated by the Nominating Committee and/or by independent nomination to fill the number of vacancies.

Section 6. INSPECTOR(S) OF ELECTION

No later than thirty (30) days prior to the close of nominations, the Board may appoint Inspectors of Election to monitor the election proceedings. The number of Inspectors shall be either one or three. The Inspector(s) of Election shall determine the memberships outstanding and voting power of each; receive votes, ballots or consents; establish the existence of a quorum; determine when the ballots shall be received; hear and determine all challenges and questions in any way arising in connection with the right to vote; count and tabulate all votes or consents; determine the result and do such acts as may be proper to conduct the election or votes with fairness to all members. The Inspector(s) of Election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

Section 7. ELECTION BY MAILED AND HAND-DELIVERED BALLOT

Election of all of the elected Directors shall be accomplished by mailed ballot which shall be mailed at least thirty (30) days prior to the Annual Meeting to all members of the Corporation. All solicitation of votes by written ballot shall: (a) indicate the number of responses needed to meet the quorum requirements; and (b) specify the time by which the ballots must be received in order to be counted.

Each member, shall, in writing, cast votes for not more than the number of positions that are available. Each vote shall be for a different person. Votes must either be mailed or dropped off to the principal office of the Corporation.

Violation of any provision of this Section shall invalidate the member's entire ballot.

In the event that two (2) or more persons each receive the same number of votes, the President shall determine, by lot, which person(s) shall be seated as a Board member.

Section 8. CERTIFICATION OF ELECTION AND APPOINTMENT OF NEW OFFICERS

Re-organization of the Board shall take place upon completion of the election of Board Members. Nominations to the Officers of the Board shall come from within the Board of Directors and be voted by the Board of Directors at that time.

Section 9. UNEXPIRED TERMS

All Members of the Board of Directors shall be elected by the eligible voting membership in some fashion; therefore, the following guidelines shall apply:

(A) If someone vacates, for whatever reason, a seat on the Board of Directors creating an unexpired term within the first six (6) months of the Annual Meeting election, the Board of Directors will offer the position to the next consecutive candidates in the order in which they finished on the ballot at the previous election.

(B) If this vacancy occurs after the six-(6) month period, the seat will remain open until the upcoming Annual Meeting election. No appointments will be made.