

## BY-LAWS

### OF

## ARLINGTON COMMUNITY ACCESS CORPORATION

### I. MEETINGS OF MEMBERS

#### A. Annual Meeting of Members

The Annual Meeting of Members shall be held in Arlington County in September of each year for the purpose of selecting Directors and transacting such other business as may properly come before the meeting. The time and place of the Annual Meeting shall be determined by the Corporation's Board of Directors (sometimes hereinafter "Board"), and Members shall be notified of each meeting as provided herein.

#### B. Special Meetings of Members

Special Meetings of the Members shall be called by the President upon the request of the Board of Directors or upon written requests submitted to the Corporation by not less than one-tenth of all Members entitled to vote at such a meeting.

#### C. Notice of Meetings

Written notice stating the place, day and hour of the meeting – and in case of a special meeting, the purpose for which the meeting is called – shall be given not less than ten (10) nor more than thirty (30) days before the date of the meeting. Such notices shall be:

- (1) mailed, postage paid, to the last known address of each Member: and
- (2) displayed several times, in varying day parts, on each cable television channel managed by the Corporation during the notice period described above.

#### D. Members Eligible to Vote

Those persons who have been Members of the Corporation for at least twenty (20) days prior to any meeting of Members shall be eligible to vote at that meeting in one of the following manners:

- (1) in person.
- (2) By proxy
- (3) By absentee ballot.

E. Quorum of Members

Ten percent (10%) of the Membership entitled to vote, present in person, by proxy, or by absentee ballot, shall constitute a quorum at a meeting of the Members. If a quorum shall fail to attend, a majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum of present in person, proxy, or by absentee ballot. At such adjourned meeting at which a quorum is present in person, by proxy, or by absentee ballot, any business may be transacted that may have been transacted at the meeting as originally notified.

F. Meetings of Members Open to Public

All meetings of the Members of the Corporation shall be open, in their entirety, to the public.

II. DIRECTORS

A. Tenure and Qualifications of Directors

Except for the Initial Board of Directors, Directors shall be elected or appointed for terms of three years and shall hold office until their successors are elected and qualified. No Director may be elected or appointed to more than two consecutive terms except the Director appointed by the cable television certificate-holder. All Directors must meet the eligibility requirements for Membership and be a Member in good standing of the Corporation and be at least 18 years of age at the time of their appointment or election to be eligible to serve as a Director. No Director may be an employee of the Corporation.

B. Nomination of Directors

Those persons desiring to be Directors of the Corporation shall advise the Secretary of the Corporation of this fact in writing at least forty-five (45) days in advance of the Annual Meeting of Members. All candidates meeting the qualification requirements specified herein shall be eligible for election.

C. Election and Appointment of Directors

Elected Directors shall be chosen at the Annual Meeting of the Members, by a plurality vote.

Appointed Directors shall be designated by the Arlington County Board and the cable television certificate-holder in advance of the Corporation's Annual Meeting and shall assume office when the term of the Director being replaced expires or at the time of appointment if the position is vacant or if the appointment has been delayed beyond the Annual Meeting.

D. Removal of Directors, Vacancies

Any appointed or elected Board member who does not attend three (3) consecutive Board meetings shall be deemed to have resigned voluntarily from the Board, effective at the close of the third meeting missed, unless the Board, at the request of the Member and for good cause, shall have taken action to retain the Member.

Any Elected Director may be removed with or without cause at any time by the affirmative vote of two-thirds of the Members in attendance at a special meeting of Members called for that purpose in which a quorum is present. Any Vacancy created by the removal or resignation of an Elected Director shall be filled by a majority vote of the remaining Directors. Such a replacement Director shall serve until the next Annual Meeting of Members at which time a person shall be elected to serve for the balance of the term of the removed Director.

Any Appointed Director may be removed with or without cause at any time by the entity which appointed that director. Any vacancy created by the removal or resignation of an Appointed Director shall be filled by the entity which appointed that Director. Such a replacement Director shall serve the remaining term of the Director replaced.

E. Compensation of Directors

Directors shall not be compensated for their services as Directors. However, nothing therein shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore. Any such compensation must be approved by affirmative vote of two-thirds of the Board of Directors.

**III MEETINGS OF DIRECTORS**

A. Schedule of Meetings

The Board of Directors shall hold regular meetings as determined by the Administrative Committee of the Board, the frequency of these meetings shall be no less than quarterly, one of which shall be the annual meeting. The Board's annual meeting shall be held immediately after, and at the same place as the Annual Meeting of Members. No notice of the annual meeting shall be required.

The Board of Directors shall hold additional special meetings whenever requested by the President or any two Directors. The Secretary shall cause written notice of the quarterly and any special meetings to be mailed or delivered to each Director at least five days before the date of the meeting, unless all of the Directors attend or sign a written waiver of notice.

B. Meeting Open to Members of Public

All meetings of the Board of Directors shall be open to the public unless the Board, in its discretion, shall determine to close the meeting for one of the reasons specified in Section 2.1-344 of the Code of Virginia of 1050 (“Code”) which governs when certain governmental agencies may hold closed meetings. Whenever the Board of Directors determines to hold a closed meeting, it shall publicly specify its reasons for closing the meeting.

C. Quorum of Directors

A majority of the Directors shall constitute a quorum of the transaction of business. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

D. Manner of Acting

The act of a majority of the Directors present at a meeting which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Corporations’ Articles of Incorporation, or by these By-laws.

E. Committees

Committees of the Board of Directors. The Board of Directors, by vote of a majority of all the Directors in office, may organize itself into one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on it or him/her by law.

Advisory Committees to the Board of Directors. The Board of Directors, by majority vote of all Directors at a meeting, may also establish other committees not having and exercising the authority of the Board of Directors in the management of the Corporation. Any Member of the Corporation shall be eligible to serve on any such committees. The actions and recommendations of such committees shall be advisory to the Board of Directors. Committee members shall be appointed in such manner and for such terms as the Board of Directors may determine. Any committee member may be reappointed.

#### IV. OFFICERS

##### A. Number and Qualifications of Officers

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer, Member-at-Large and such other officers and assistant officers as the Board of Directors may deem desirable, each of whom shall be elected by plurality vote of the Board of Directors at its annual meeting. The President and at least one other Officer shall be elected from among the members of the Board of Directors. No person may concurrently hold more than one office. No employee of the Corporation may be an Officer of the Corporation. No officer, director, employee or stockholder of the entity that holds the cable television franchise for Arlington County may serve as President, Vice-President, Secretary or Treasurer of the Corporation.

##### B. Term, Removal, Vacancy of Officers

The Officers of the Corporation shall be elected at the annual meeting of the Board of Directors and shall hold office for one year or until their successors are elected or appointed. No officer may serve more than three consecutive terms in the same office. Any Officer may be removed by vote of the Board of Directors with or without cause if it determines in its discretion that the best interests of the Corporation would be served thereby.

A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

##### C. Compensation of Officers

Officers shall not be compensated for their services as Officers. However, except as set forth in Section A of this Article IV, nothing herein shall preclude any Officer from being employed by the Corporation or from serving the Corporation in any other capacity and receiving compensation therefore. Any such compensation must be approved by affirmative vote of two-thirds of the Board of Directors.

##### D. Duties and Authority of the President

The President shall preside at all meetings of Members, Directors, and the Administrative Committee. Subject to the control of the Board of Directors and the Administrative Committee, the President shall be responsible for supervising and directing the affairs of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

The President shall have the authority to execute bonds and notes, in conjunction with such other officer or agent as the Board of Directors may designate.

E. Duties and Authority of the Vice-President

The Vice-President shall perform such duties as shall from time to time be prescribed by the Board of Directors or delegated by the President. In the absence of the President, the Vice-President shall act in his/her stead unless otherwise prescribed by the Board.

F. Duties and Authority of Secretary

The Secretary shall be responsible for: keeping the minutes of the proceedings of Members and of the Board of Directors in one or more books provided for that purpose; seeing that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; custody of the corporate records and of the seal of the Corporation and seeing that the seal of the Corporation is affixed to such documents as may be prescribed by law or custom or the Board of Directors; keeping a register of the address of each member and updating the same regularly, and in any event at least thirty (30) days before each meeting of Members; and in general performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

G. Duties and Authority of the Treasurer

The Treasurer shall be responsible for: custody of the corporate funds; keeping full and accurate accounts of receipts and disbursements in books belonging to the Corporation; depositing all monies in the name of the Corporation, in such depositories as may be designated by the Board of Directors.

He/she shall receive and disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render such reports and perform such duties as the President and Board of Directors may require. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such amount and with such surety or sureties as the Board of Directors shall determine.

V. ADMINISTRATIVE COMMITTEE OF THE CORPORATION

A. Authority and Responsibilities

The Administrative Committee shall be responsible for supervising the conduct of the Corporation's affairs on a day-to-day basis pursuant to policy guidelines prescribed by the Board of Directors. It shall also perform such other duties as may be assigned to it by the By-laws of the Corporation or by resolution of the Board of Directors.

B. Membership of the Committee

The Administrative Committee shall consist of five members, at least three of whom shall be Directors of the Corporation. The members of the Administrative Committee shall include the President, Vice-President, Secretary, and Treasurer of the Corporation and another person elected by the Board of Directors at its annual meeting. The members shall serve for periods of one year from the annual meeting or until their successors are qualified.

Notwithstanding anything else herein to the contrary, the Initial Administrative Committee shall serve from the time of the Board's organizational meeting until its second annual meeting. The Appointed Director representing the cable television franchise shall be the fifth member of the Initial Administrative Committee.

C. Quorum and Manner of Acting

A majority of the Administrative Committee shall be necessary to constitute a quorum, at least two of whom shall be Directors of the Corporation, and in every case the affirmative vote of three members of the Committee shall be necessary in order for it to take any formal action.

D. Final Authority Rests in Board of Directors

All actions by the Administrative Committee shall be reported to the Board of Directors at its meeting next following such action, and shall be subject to revision and alteration by the Board; provided, however, that no rights of third parties shall be affected by any such revisions or alterations. Regular minutes of the proceedings of the Administrative Committee shall be kept by the Secretary of the Corporation.

VI. EXECUTIVE DIRECTOR AND STAFF

The Board of Directors shall authorize such staff positions as may be necessary or appropriate to the conduct of the business of the Corporation. Upon nomination by the Administrative Committee, the Board of Directors shall appoint and set compensation for an Executive Director who shall hold office at the will of said Board. The duties of the Executive Director shall be to:

- (1) manage the day-to-day operations of the Corporation;
- (2) carry out the policies and programs established by the Directors;
- (3) serve as the consultant to the Board of Directors, the Administrative Committee, and all committees of the Board;
- (4) employ, direct and supervise and terminate services of other members of the staff; and
- (5) perform such other duties and accept such other responsibilities as are prescribed by the Board.

## VII. REPORTS AND BUDGETS

### A. Annual Report

The Corporation shall issue an Annual Report which shall be distributed to Members at least twenty (20) days in advance of the Annual Meeting. The Annual Report shall include, among other things, information as to:

- Revenues and expenditures during the preceding year and a comparison of those amounts to the amounts previously budgeted;
- The number of people trained in the use of the Corporation's equipment;
- The nature and amount of programming produced by the Corporation;
- The nature and amount of programming produced in cooperation or conjunction with the Corporation;
- The number of persons and/or organizations utilizing the community access programming facilities;
- Actions taken to encourage broad-based utilization of the community access programming facilities;
- Actions taken to coordinate the Corporation's programs and activities with those of other public and private organizations involved in the production of community-based programming for the Arlington cable television system;
- Complaints received about access operations, and actions taken by the Corporation to resolve such complaints;
- Grants awarded by the Corporation for programming;
- The work of each committee or advisory committee of the Board of Directors

### B. Annual Budget

The Corporation shall prepare a budget for each fiscal year which shall be available to Members at least forty-five (45) days in advance of the commencement of the new fiscal year.

### C. Special Reports to the Arlington County Board

The Corporation shall provide to the Arlington County Board and its designees its Annual Report, Annual Budget and such additional reports as may be requested by the County in connection with its annual approval of the Corporation's funding from the cable television certificate-holder.

VIII. AMENDMENT OF BY-LAWS

These By-laws may be amended only in the following manner: an amendment may be introduced at any meeting of the Board of Directors; if approved by a majority of the Directors in office, it shall then be presented at the next meeting of Membership. A majority of the Members present in person, by proxy, or by absentee ballot must approve the amendment in order for it to be adopted.

Specific notice of the proposed amendment shall be included in the notice of the meeting at which the Membership is to vote on the proposed amendment.

IX. BOOKS AND RECORDS

A. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and committees and shall keep at its principal office a record of the names and addresses of the members. Such records shall be open for inspection by Members for any proper purpose.

B. Public Information

The Corporation shall maintain a complete record of the names and addresses of all persons requesting access time or use of the Corporation's facilities or equipment. Such records shall include the date of the request, the nature of the request and the disposition of each request. Such records shall be open to the public and shall be maintained for a period of at least four (4) years.

X. MISCELLANEOUS

A. Depositories

The depositories of the Corporation shall be designated by resolution of the Board of Directors.

B. Execution of Corporate Instruments

Mortgages, bonds, notes, checks, other evidences of indebtedness and such other instruments as the Corporation may issue in the conduct of its business shall carry the signature of the President and such other officer or officers as the Board of Directors may from time to time determine by resolution. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

C. Seal

The Board of Directors shall approve and adopt a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation, and the state of incorporation and the words "Corporate Seal". The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

D. Annual Financial Statements

A firm of independent certified public accountants shall prepare the Corporation's annual financial statements, including a balance sheet and a statement of profit and loss, and issue a review report thereon as defined by the American Institute of Certified Public Accountants.

E. Fiscal Year

The Corporation shall utilize a fiscal year ending April 30.