

BYLAWS
OF
ACCESS MONTEREY PENINSULA, INC.

Revised December 11, 2008

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BYLAWS OF ACCESS MONTEREY PENINSULA, INC.

ARTICLE I. NAME

Section 1.01--Name

The name of the organization shall be Access Monterey Peninsula, hereinafter referred to as "AMP".

ARTICLE II. OFFICES OF THE CORPORATION

Section 2.01--Principal Office

The principal office for the transaction of the activities and affairs of AMP shall be located within the County of Monterey, California in a location deemed by the AMP Board of Directors to be suitable to support AMP's mission.

Section 2.02--Registered Office and Registered Agent

AMP shall have and continuously maintain in the State of California a registered office, and a registered agent whose office is identical with such registered office, as required by California non-profit corporation law. The registered office may be, but need not be, the same as its principal office in the State of California. The registered office or the registered agent at such office, or both, may be changed from time-to-time by the Board of Directors by compliance with applicable provisions of California non-profit corporation law.

ARTICLE III. PURPOSES

Section 3.01--Purposes

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:

- (a.) To support, manage, produce, and distribute noncommercial, community based media programs;

- (b.) To develop and promote the concept of community (public, educational, governmental, and institutional) access to existing and future communications media.
- (c.) To establish, maintain and operate one (1) or more media access center(s):
 - (1.) To educate and train individuals and nonprofit organizations and institutions in the use of various media tools and techniques.
 - (2.) To provide individuals and nonprofit organizations and institutions with access to various media tools and assistance in their use.
 - (3.) To promote programs and support the use of various media as vehicles of artistic expression.
 - (4.) To establish, maintain and operate a system or systems for the distribution of various non-commercial media programs and materials, in the public interest.
- (d.) To facilitate the use of access channels as a public forum which promotes a free exchange of ideas and information;
- (e.) To promote and develop activities and programs for the optimal utilization of the cable communications system(s) for community purposes;
- (f.) To serve access viewers and users with programs reflecting the activities, concerns, and interests of the residents of the greater Monterey County area in a manner that promotes a free exchange of ideas and information;
- (g.) To create and maintain an environment which enables a diversity of peoples and viewpoints and ensures that no individual is discriminated against with regard to membership, services, access to information or any activity because of race, national origin, sex, age, sexual preference, religion, disability, political affiliation, or economic status.
- (h.) To make recommendations to users and to cable communication franchisee(s) in regard to access services and institutional network services;
- (i.) To apply for and to receive contributions, grants, donations, and loans of all types from individuals, organizations, profit and nonprofit, public and private corporations, government agencies and others to support these purposes;
- (j.) To determine and conduct or support any and all other lawful things in furtherance of the foregoing charitable and educational purposes, either, manifest or latent.

ARTICLE IV. MEMBERSHIP

Section 4.01--Membership Qualifications

Membership in AMP is open to: (1) any person who is a resident of a community represented by a local government having an agreement for Public, Education and Government access services with AMP and (2) any person who is employed by a business, nonprofit organization, government agency or education institution located in a community represented by a cable franchising authority having such an agreement with AMP. Such persons, organizations, or institutions which are 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 upon compliance with conditions as may be prescribed by the Board of Directors. Parental permission is required for youths 16 years of age or under. Membership is available to all those eligible without discrimination.

Section 4.02--Organizational Membership

Organizational memberships shall be available to any non-profit organization or institution with an office located in a community represented by a cable franchising authority having an agreement with AMP, or serving residents of such a community. Such organizations or institutions which are 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 upon compliance with conditions as may be prescribed by the Board of Directors. Parental permission is required for youths 16 years of age or under. Membership is available to all those eligible without discrimination.

Section 4.02--Voting Rights

Individual members and organizational members shall have the right to vote as set forth in these Bylaws; on the election of Directors; on changes to these Bylaws as designated in Section 15.02 on any merger and its principal terms and the amendment of those terms; and on any election to dissolve AMP. Organizational members shall designate one person to vote on behalf of that organizational member. In addition, those members shall have all rights afforded members under California non-profit corporation law. No proxy voting is permitted.

Section 4.03--Dues and Terms of Membership

The Board may establish annual dues for individual and organizational members and specify requirements of membership, if any.

Section 4.04--Transfer of Membership

No membership or right arising from membership shall be transferable.

ARTICLE V. MEETINGS OF MEMBERS

Section 5.01--Place of Meeting

Meetings of the members shall be held at any place within the City of Monterey designated by the Board. In the absence of any such designation, meetings shall be held at AMP's principal office.

Section 5.02--Annual Meeting of Members

AMP shall hold an Annual Meeting during the month of October of each year, at a time and place to be determined by resolution of the Board. Notice of the Annual Meeting shall be given in accordance with Section 5.04 of these Bylaws, except that notice must be given at least thirty (30) days prior to the meeting and be announced on at least the public/community access channel, and published in a newspaper of general circulation.

Section 5.03--Special Meetings

- (a) A special meeting of the members may be called at any time by the Chairperson of the Board, the Board of Directors, or by a written request submitted to the Secretary of AMP by five percent (5%) or more of the members of AMP. Said request should specify the nature of the business to be transacted at the special meeting.
- (b) Special meetings shall be held at least thirty (30) days and no more than ninety (90) days after being called.

Section 5.04--Notice Requirement for Members' Meetings

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Sections 5.05 and 5.06 of these Bylaws to each member entitled to vote at the meeting. That notice shall specify the place, date, and hour of the meeting and:

- (a) For a Special Meeting, the general nature of the business to be transacted (no other business may be transacted);
- (b) For the Annual Meeting, those matters that the Board at the time notice is given intend to present for action by the members. Except as provided by Section 5.05 of these Bylaws, any proper matter may be presented at the Annual Meeting.

Section 5.05--Notice of Certain Agenda Items

Approval by the members of any of the following proposals other than by unanimous approval by those entitled to vote is valid only if the notice or written waiver of notice states such actions are to be considered:

- (a) Removing a Director without cause.
- (b) Filling vacancies on the Board.
- (c) Amending the Articles of Incorporation.
- (d) Electing to wind-up and dissolve AMP.
- (e) Amending Section 10.02 of these By-Laws.

Section 5.06--Manner of Giving Notice

- (a) Notice of any meeting of members shall be in writing and shall be given at least ten (10), but not more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class mail or by other means of written communications, the charges prepaid, and shall be addressed to each member entitled to vote under Section 6.08 of these By-Laws, at the address of that member appearing on the books of AMP or at the address given to AMP by the member for purposes of notice. If no address appears in AMP's books and no address has been so given, notice shall be deemed to have been given if notice is published at least once in a newspaper of general circulation in the City.
- (b) An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, shall be executed by the Secretary or any transfer agent of AMP and shall be filed and maintained in AMP's minute book.

Section 5.07--Waiver of Notice or Consent by Attendance

The members' attendance at a meeting shall constitute a waiver of notice of the meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not legally called or convened. However, attendance at the meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 5.08--Presiding Officers

The Chairperson of the Board of Directors shall preside at all regular or special meetings of the members, and in that person's absence the Vice Chairperson shall serve in this capacity.

The Secretary of the Board shall keep or cause to be kept minutes of all meetings.

ARTICLE VI. VOTING BY MEMBERS

Section 6.01--Quorum

A quorum for the transaction of business at any meeting of the membership, or any action by written ballot, shall consist of ten percent (10%) of the membership of AMP.

However, if any special or annual meeting is actually attended by less than one-third (1/3) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under Section 5.04 of these Bylaws.

Section 6.02--Loss of Quorum

Subject to Section 6.01 above of these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if enough members have withdrawn to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the members required to constitute a quorum and was included in the notice of the meeting.

Section 6.03--Adjournment and Notice of Adjourned Meetings

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date of the notice of the meeting, is entitled to vote at each meeting. At the adjourned meeting, AMP may transact any business that might have been transacted at the original meeting.

Section 6.04--Eligibility to Vote

Subject to the provisions of California nonprofit corporation law, members entitled to vote at any meeting of members shall be individual members and organizational members in good standing as of the record date under Section 6.08 of the Bylaws.

Section 6.05--Voting

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Voting may be by voice or ballot, except votes for Directors may only be cast by mailed ballot.

Section 6.06--Approval by Majority Vote

If a quorum is present, the affirmative vote of a majority of the members represented at the meeting entitled to vote and voting on any matter shall be the act of the members unless the vote of a greater number is required by the Articles of Incorporation or these Bylaws.

Section 6.07--Action by Written Ballot Without a Meeting

(a) Any action that may be taken at any meeting of members may also be taken without a meeting by complying with Sections (1) and (2) below.

(1) Solicitation of Written Ballots. AMP shall distribute one (1) written or electronic ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 5.06 of the Bylaws. All solicitation of votes by written ballot shall: (a) indicate the number of responses needed to meet the quorum requirements, (b) with respect to ballots other than for election of Directors, state the percentage of approval necessary to pass the measure or measures, and (c) specify the time by which the ballots must be received in order to be counted. Each ballot so distributed shall: (a) set forth the proposed action, (b) provide the members with an opportunity to specify approval or disapproval of each proposal, and (c) provide a reasonable time within which to return the ballot to AMP. In any election of Directors, a written ballot that the member marks "withhold" or otherwise marks in a manner indicated that authority to vote is withheld shall not be voted either for or against the election of a Director.

(2) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when the number of votes cast by ballot, including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld, within the time specified equals or exceed the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot without a meeting.

(b) Written ballots may not be revoked.

- (c) All written ballots shall be filed with the Secretary of AMP and maintained in the corporate records for at least three (3) years.

Section 6.08--Record Date for Notice, Voting, Written Ballots and Other Actions

- (a) For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to exercise any rights with respect to any lawful action, the Board may in advance fix a record date. The record date so fixed shall not be more than sixty (60) or less than ten (10) days before the date of the meeting.
- (b) For voting by written ballot, the record date shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited.
- (c) For purposes of Sections (a) and (b) above a person holding a membership at the close of business on the record date shall be a member of record.
- (d) If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the business day preceding the day on which notice is given, or if notice is waived, the business day preceding the day on which the meeting is held, and (2) to vote at a meeting of members shall be the day on which the meeting is held.
- (e) If not otherwise fixed by the Board, the record date for determining those entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

Section 6.09--Proxy

There shall be no voting or other action by proxy, except that any organizational member may, by notice filed with the Secretary, designate a person to exercise a vote of the organization.

**ARTICLE VII.
THE BOARD OF DIRECTORS**

Section 7.01--General Powers of the Board of Directors

Subject to the provisions and limitations of California non-profit corporation law and any other applicable laws and subject to any limitations of the Articles of Incorporation or the Bylaws regarding action that require approval of the members, AMP'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 Elected Directors members of the Board must be individual members in good standing of AMP. The authorized Designee of and Organizational Member of AMP may serve as an elected member of Board notwithstanding any residency requirements for members contained herein.

Section 7.03--Composition of Board

- (a) The Board of AMP shall consist of at least eleven (11) and not more than seventeen voting members.
- (b) "Elected Directors" shall consist of six (6) Directors elected by the membership.
- (c) "Appointed Directors" shall consist of six (6) Directors appointed by the majority of the Board, as follows: one (1) representing K-12 educational institutions, one (1) representing higher education and research institutions, one (1) representing Public Access producers, and three (3) "at-large" appointments. The appointments shall be made by the newly elected Directors at each Organizational Meeting of the Board required by Section 7.10 of these Bylaws, or as soon thereafter as possible
- (d) "Designated Directors" shall consist of one (1) Director appointed by each governmental entity which has an agreement with AMP to provide Public, Educational and Government services, provided that the revenues provided equal or exceed 20% of AMP's annual operating budget for PEG services. Should an eligible entity not appoint a representative, the Board position shall be considered vacant and shall not count against meeting quorums.

Section 7.04--Terms of Board Members

- (a) Elected Directors shall serve three (3) year terms.
- (b) Terms of Elected Directors shall be staggered in such a way that two (2) Directors shall be elected from the membership each year.
- (c) Appointed Directors shall serve one (1) year terms, renewable by a majority of the Board.
- (d) Designated Directors shall serve at the pleasure of the organization designating the individual.
- (e) A term of each Director shall end on the date of the Annual Meeting nearest the end of his or her term, but not before a successor is duly elected and qualified.

Section 7.05-Resignation

- (a) Any Director may resign effective upon giving written notice to the Chairperson 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 AMP would then be left without a duly elected Director in charge of its affairs.
- (b) Failure of a Director to participate in three (3) consecutive 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 7.06--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 Director; (2) the vote of the members, or (3) if the Corporation has fewer than 50 members, the vote of the majority of all members to remove a Director. The removal of an Appointed or Designated Director by the members must be approved by the Board.
- (b) The Secretary of AMP shall notify the affected Director of any action taken under this Section and Section 7.06 (b) by certified mail (return receipt) within seven (7) days.

Section 7.07--Filling Vacancies

Except for the vacancy created by the removal of a Director by the members, vacancies on the Board of elected or appointed Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Vacancies of Designated Directors shall be filled by the entity that designated the departing Director. The members may fill any vacancy or vacancies not filled by the Directors after six months of the vacancy. The Directors so appointed shall serve the remaining term of the vacant seat.

Section 7.08--Regular Meetings

The Board of Directors shall schedule regular meetings for the transaction of AMP 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 without other notice than such resolution. Schedules and notices of Board meetings will be made available to members and the public and be posted on AMP's website. The minutes of the previous meetings shall be posted on AMP's website.

Section 7.09--Organizational Meetings

Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of officers, appointment, and transaction of other business. Notice of this meeting is not required.

Section 7.10--Special Meetings

Special meetings of the Board may be called at any time by the Chairperson, Vice-chairperson, or any two (2) Directors of the Board. Written notice of the time and place of special meetings shall be mailed via first-class mail or emailed to each Director at least four (4) calendar days before such a meeting is held or two (2) days before the meeting if notice is given via telephone or in person. Special meetings of the Board may be held at a place designated by the Board or at the principal office.

Schedules and notices of special meetings shall be posted two (2) days in advance of any special meetings in the manner delineated in Section 7.09. Attendance at any meeting by a Director shall constitute a waiver of notice of the meeting except where a Director 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 7.11--Quorum

A quorum shall be a majority of the current members of the Board of Directors. For purposes of quorum, members may participate by telephone video conferencing.

Section 7.12--Majority Vote

No action of the Board shall be valid unless approved by a majority of those Board Members attending the meeting. There shall be no vote by proxy.

Section 7.13--Compensation

- (a.) Directors shall receive no compensation for services as Directors, but may be reimbursed for any reasonable expenses, approved by the Board.
- (b.) Directors shall not be retained by AMP as paid staff, consultant, or contractor or receive any compensation for services until six months after retiring from a position as a member of the Board of Directors.

**ARTICLE VIII.
THE ELECTION OF DIRECTORS**

Section 8.01--Nomination of Board Members

A Nominating Committee created by the Board of Directors shall propose a candidate for each opening for an elected member on the Board. The Nominating Committee is encouraged to ensure that nominees for the Board represent as closely as possible the racial, ethnic, geographic, social, and economic diversity of the City of Monterey. The proposed slate of candidates shall be communicated to the membership, in a manner determined by the Board, no less than twenty (20) days prior to the record date of the Annual Meeting.

Section 8.02--Nomination by Petition

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

- (a) The Board shall send notice to all members of AMP 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 numbers of Directors to be elected in each year.
- (b) Any petition for nomination must be signed no more than four (4) months preceding the record date for the Annual Meeting and must be submitted to the Secretary by the date designated by the Board as the deadline for receiving nomination petitions.
- (c) Irrespective of the number of members of AMP, petitions for nomination must contain a total of at least ten (10) signatures of individual members or representatives of organizational members. Only one signature per organizational member is permitted.

Section 8.03--Inspectors 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. If there are three Inspector(s) of Election, the decision, act or certificate of a majority is effective in all aspects as the decision, act or certificate of all.

Section 8.04--Election by Mailed Ballot

- (a) Subject to Section 8.03, election of all of the elected Directors shall be accomplished by mailed or electronic ballot which shall be mailed to all classes of members of AMP and returned by them in accordance with Section 6.07 of these Bylaws.
- (b) 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.
- (c) Violation of any provision of this Section shall invalidate the member's entire ballot.
- (d) In the event that two (2) or more persons each receive the same number of votes, the Chairperson shall determine, by lot, which person(s) shall be seated as a Board member.

Section 8.05--Certification of Election

At the annual meeting of AMP required as per Section 5.02, the results of the election of Directors shall be announced and certified and the new Directors shall take their seats upon the Board.

ARTICLE IX. OFFICERS

Section 9.01--Qualifications of Elected and Appointed Officers

All elected, designated and appointed officers of AMP shall be individual members of AMP in good standing and shall be 18 years of age or older.

Section 9.02--Designation of Officers

The officers of AMP shall be a Chairperson, a Vice-chairperson, Secretary, and a Treasurer. The officers shall be chosen by the Board from the members of the Board.

Section 9.03--Election of Officers

The officers of AMP shall be chosen by a 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 AMP. 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 be without prejudice to the rights, if any, of AMP under any contract which the officer has signed as an agent of AMP.

Section 9.05--Removal of Officers

Any officer may be removed from office by ordinary resolution of the Board when, in their judgment, the purposes and/or best interests of AMP shall be served thereby. Removal of an officer shall be without any prejudice to the rights, if any, of AMP under any contract which the officer has signed as an agent of AMP.

Section 9.06--Vacancies

Any vacancy among the officers shall be filled for the unexpired term by ordinary resolution of the Board.

Section 9.07--Terms of Office

The terms of office for the officers of AMP shall commence with the organizational meeting of the Board following the Annual Meeting of the members and shall conclude at the organization meeting of the Board following the next Annual Meeting.

Section 9.08--Chairperson

The Chairperson 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. If there is no Executive Director, the Chairperson of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the Executive Director of AMP prescribed by these Bylaws.

Section 9.09--Executive Director

Subject to such supervisory powers as the Board may give to the Chairperson of the Board, if any, and subject to the control of the Board, the Executive Director shall be the general manager of AMP and shall supervise, direct, and control AMP's activities and affairs. The Executive Director shall have such other powers and duties as the Board or these Bylaws may prescribe.

Section 9.10--Vice-Chairperson

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

Section 9.11--Secretary

- (a) The Secretary shall keep or cause to be kept, at AMP'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, of Committees, and of members' meetings. 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 at members' meetings. 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 AMP's principal office or at a place determined by resolution of the Board, a record of the members of AMP, 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 keep the corporate seal in safe custody and 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 AMP'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.

**ARTICLE X.
INDEMNIFICATION AND INSURANCE**

Section 10.01--Indemnification of Officers

Any member of the Board of Directors and any officer of AMP, as a condition of accepting said office, shall be indemnified by AMP against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of having been or being a member of the Board of Directors or an officer of AMP, except for breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. Such right of indemnification is not to be deemed exclusive of any right to which he or she may be entitled under the laws of the State of California, these Bylaws, agreements, vote of members, or otherwise.

Section 10.02--Exemption of Property

The private property of the members and Board of Directors of AMP shall not be liable for corporate debts to any extent whatsoever. This section of these Bylaws shall not be amended except by the unanimous vote of the members and the Board of Directors.

Section 10.03--Insurance

AMP shall have the right to purchase and maintain insurance 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.

**ARTICLE XI.
COMMITTEES OF THE BOARD**

Section 11.01--Standing Committees

The Board shall appoint: an Executive Committee, consisting of all Board officers, which shall also serve as a Nominating Committee.

The Executive Director shall be a non-voting member of each committee.

Section 11.02--Duties of the Executive Committee

The Executive Committee shall have the power to act as the Board of Directors in between Board meetings. Regardless of Board resolution, the Executive Committee shall not:

- (a) Take any final action on any matter that, under California non-profit corporation law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that, by its express terms, may not be amended or repealed;
- (e) Create any other committee of the Board or appoint the members of committees of the Board;
- (f) Expend corporate funds to support a nominee for Director; or
- (g) Approve any contract or transaction to which AMP is a party and in which one or more of its Directors has a material financial interest.

Section 11.03--Duties of the Nominating Committee

The Nominating Committee shall carry out its duties in accordance with the procedures specified in Sections 8.01 and 8.02 of these Bylaws, and shall carry out such other duties as may be required by the Board from time to time.

Section 11.04--Minutes of Standing Committees

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

Section 11.05--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. After October 1998, appointees must be members in good standing of AMP.. Minutes and actions of all such Committees shall be submitted to the Board.

ARTICLE XII. PERFORMANCE OF AMP

Section 12.01--Reporting Requirements

An annual report regarding its fiscal and operational activities shall be prepared and distributed by the Executive Director.

Section 12.02--Auditing and Inspection Requirements

AMP shall contract for an audit of its records with a Certified Public Accountant on at least a biennial basis and its records shall be open to the membership for inspection.

ARTICLE XIII. MISCELLANEOUS

Section 13.01--Non-Discrimination

AMP shall ensure that no individual is discriminated against with regard to membership, services, access to information or any activity of AMP because of race, national origin, sex, age, sexual preference, religion, disability, political affiliation, or economic status; including those who historically have been denied media access. This Section does not guarantee a right in any person or organization to have any program distributed over the channels governed by AMP.

Section 13.02--Meetings of AMP

All meetings of AMP 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 AMP and the Board shall be held following Robert's Rules of Order, provided that the failure to observe Robert's Rules of Order shall not invalidate any action taken.

ARTICLE XIV. DISSOLUTION

Section 14.01--Corporate Dissolution

Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XV.
AMENDMENT OF BYLAWS**

Section 15.01--Membership Rights Limitation

Subject to the right of the members under Section 15.02, the Bylaws of AMP may be adopted, amended, or repealed only by two-thirds (2/3) vote of the Board of Directors.

Section 15.02--Members Approval Required

The Board may not, without the approval of the members, specify or change any Bylaw provision that would:

- (a) Except as provided in Section 7.04 of these By Laws, fix or change the authorized number of Directors
- (b) Except as provided in Section 7.04 of these By Laws, fix or change the minimum or maximum number of Directors.
- (c) Change from a fixed number to a variable number of Directors, or vice versa.
- (d) Increase or extend the terms of Directors.
- (e) Increase the quorum for members meeting.
- (f) Repeal, restrict, create, expand, or otherwise change proxy rights.
- (g) Wind-up and dissolve AMP.
- (h) Amend Section 10.02 of these By-Laws.

Section 15.03--Amendments by Members

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of all members provided, however, that any amendment that would affect the rights of a membership class as to voting or transfer in a manner different than the action affects another class must be approved by the majority of members of that adversely affected class. No amendment may extend the term of Director beyond that for which the new Director was elected.

Section 15.04--Manner of Giving Notice

The membership of AMP shall be notified of any proposal to amend these Bylaws under this Article. Such notice shall be given in the same manner as Section 5.06 of these Bylaws.