V-CAT Bylaws

March 2006
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ARTICLE I.

Name

Section 1.01 – Name
The name of the organization shall be Vallejo Community Access Television, hereinafter referred to as “V-CAT.”

ARTICLE II.

Office of the Corporation

Section 2.01 – Principal Office
The principal office for the transaction of the activities and affairs of V-CAT shall be located within the City of Vallejo, California.

Section 2.02 – Registered Office and Registered Agent
V-CAT 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 nonprofit 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 nonprofit corporation law.
ARTICLE III

Purposes

Section 3.01 – Purposes
This corporation is formed for scientific, educational, and charitable purposes with the meaning of Section 501 © (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). In the event that the City of Vallejo appoints or causes to have appointed this corporation as managers of the public access channel(s), the purposes will be:

A. To operate the channel(s) on the V-CAT Cable System designated for non-commercial public, educational, and government access in Vallejo;

B. To provide individuals, organizations, and institutions on a non-discriminatory basis the necessary resources to produce programming for the non-commercial access channels(s), including training, equipment, production facilities, and channel time.

To encourage the use of access channels among a wide range of individuals, organizations and institutions within the City of Vallejo.

To assure that no censorship over program content of the public access channel(s) exists, except as necessary to comply with the Cable Communications Policy of 1984 (or the corresponding provision of any future federal cable television or telecommunication law), and the Federal Communications Commission prohibition of material that is obscene, contains commercial advertising, or conducts a lottery;

To serve access viewers with programming reflecting the activities,
concerns, and interests of the residents of Vallejo in a manner that promotes a free exchange of ideas and information;

To solicit additional funds and resources for and serve as the vehicle for the funding of access activities in the City of Vallejo;

To determine and conduct or support any and all other lawful activities in furtherance of the foregoing charitable and educational purposes, either manifest or latent.

ARTICLE IV.
Membership

Section 4.01 – Initial Members
The initial members of V-CAT shall be limited to the Board of Directors. No later than September 30, 2006, the membership of V-CAT shall be expanded and function as described in the following sections of Article IV on Membership, Article V on Meeting of Members, and Article VI on Voting of Members.

Section 4.02 – Membership Qualifications
Membership in V-CAT is open to: (1) any person who is a resident of the city of Vallejo; (2) any non-profit organization, institution or business with an office located in the City of Vallejo or serving Vallejo, or having as members City of Vallejo residents; (3) any person who is an employee or member of such non-profit organization, institution or business. 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 for youths under 18 years of age. Membership is available to all without discrimination on the basis of race, ethnicity, national origin, gender, age, religion, disability, economic status, education or sexual orientation.

Section 4.03 – Classes of Members

There shall be two (2) classes of voting members in V-CAT:

A. Individual members shall be those persons who meet the requirements delineated in 4.02.

B. Organizational members shall be non-profit organizations or institutions and businesses which meet those membership requirements delineated in 4.02, and: (1) whose principal address is in Vallejo, or (2) have Vallejo residents as members, or (3) serve residents of Vallejo.

Section 4.04 – 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 V-CAT. In addition, those members shall have all rights afforded members under California nonprofit corporation law. No proxy voting is permitted. Individual members shall have one vote each, and organizational members shall also have one vote per organization.
Section 4.0 – Dues and Terms of Membership
The Board may establish annual dues for individual and organizational members and specify items of membership, if any.

Section 4.06 – Transfer of Membership
No member or right arising from membership shall be transferable.

ARTICLE V.
Meetings of Members

Section 5.01 – Place of Meetings
Meetings of the members shall be held at any place within the City of Vallejo designated by the Board. In the absence of any such designation, meetings shall be held at V-CAT’s principal office.

Section 5.02 – Annual Meeting of Members
V-CAT shall hold an Annual Meeting of members during the month of September of each year, at the time and place to be determined by resolution of the Board. Notices of the Annual Meeting shall be given in accordance with Section 5.04 of these Bylaws, except that notices 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 V-CAT by five percent (5%) or more of the members of V-CAT. Said request should specify the nature of the business to be transacted at the special meeting.

B. Special meetings shall be held in no less than fifteen (15) days and no more than ninety (90) days after being called.

Section 5.04 – Notice Requirements for Members’ Meeting(s)

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 Section 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:

For a Special Meeting the general nature of the business to be transacted should be stated and no other business may be transacted.

For an Annual Meeting those matters should be stated that the Board intends to present for action by the members when notice is given. However, as provided by Section .05 of these Bylaws, any other proper matter may be presented at the time of the meeting. The notice of any meeting to which Directors are to be elected shall include the names of all persons who are nominees when notice is given.
**Section 5.05 – Notice of Certain Agenda Items**

Approval by the members entitled to vote of any of the following proposals is valid only if the 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 V-CAT.

**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, e-mail, or by other means of written communication, with the charges prepaid, and shall be addressed to each member entitled to vote at the address of that member appearing on the V-CAT member roster or at the address given to V-CAT by the member for purpose of notice. If no address appears on V-CAT’s roster 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. The delivery 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 V-CAT and shall be filed and maintained in V-CAT’s official minutes.
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 a 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 of 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 V-CAT.

However, if any special or annual meeting is attended by less than one-quarter (1/4) of the voting power remains, the only matters that may be voted on are those for 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 less than 1/4 of the voting power remains, the only matters that may be voted on are those for which notice of their general nature was given under Section 5.04 of these Bylaws.

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 thirty (30) days. When adjournment occurs, a new meeting time and place must be decided within ten (10) days and notice must be given to all who were members at the original time of the adjourned meeting. Written or telephone notice must be given in accordance with Section 5.04 on Special Meetings.

V-CAT may then conduct business at the new meeting time and place that may 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 or organization 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 its 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, an affirmative majority vote of members present approves an action. The only exception is if a greater number of votes is required by the Articles of Incorporation in the Bylaws. Then that requirement must be met to approve an action.

Section 6.07 – Action by Written Ballot Without a Meeting

A. Any action including election of Directors that may be taken at any meeting of members may be taken without a meeting by complying with subsection (1) and (2) below. Sections 8.01 to 8.05 specifically applies to nomination and election of Directors.

1. Solicitation of Written Ballots. V-CAT shall distribute one (1) written 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 following requirements of Section 6.08 concerning a “record” date.
(b) with respect to ballots other than for election of Directors, state the percentage of approval necessary to pass the measure or measures in most cases a majority (51% or more), and
(c) specify the time and date by which the ballots must be received in order to be counted – the count and date of receipt should exclude weekend days (Saturday and Sunday), legal, religious, and locally celebrated holidays.

Each ballot so distributed shall:

(a) set forth the proposed action in clear, concise language;
(b) provide proposal background where needed that is neutral or equally describes both sides.
(c) provide the members with an opportunity to specify approval or disapproval of the proposal by including in the ballot:

Please check, date, sign your response below. Only one response is valid.

I vote for approval of the proposal: ____    ____
(check) (date)

I vote against approval of the proposal: ____    ____
(check) (date)

I abstain from voting: ____    ____
(check) (date)

(d) provide a reasonable time within which to return the ballot to V-CAT, no later than one day prior to the day on which ballots will be counted and results announced.
In any election of Directors, a written ballot that a member marks “withhold” or otherwise marks in a manner indicating that authority to vote is withheld (e.g., “I abstain from voting”) shall not be used to vote either or against the election of a Director.

2. Number of Votes and Approvals Required. Approval by written ballot shall be valid only when:
   (a) the original (not a fax) written ballot is received by time stated
   (b) the received written ballot comes from a member
   (c) the received written ballots equal or exceed the quorum required to be present at a meeting authorizing the action
   (d) the received written ballots approving the action constitute a majority of all votes cast.

B. Written ballots may not be revoked.
C. Ballots must be counted by at least three (3) of the four (4) officers of the Board of Directors within three (3) business days of the receipt time specified for ballots and the count and ballots given to the Secretary to make notification of the results within three (3) business days of the count to the local newspaper of record and to the V-CAT website. The Secretary should provide a brief written report of the actions to be included in the next minutes of any general member meetings.
D. All written ballots shall be filed with the Secretary of V-CAT 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) days before the day on which the first written ballot is mailed or solicited.

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 Section (A) and (B) above, a person holding a membership of thirty (30) days shall be a member of record.

D. If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a meeting of member 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.

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 organization member may, by notice filed with the Secretary, designate a person or persons 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 actions that require approval of the members, V-CAT 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
A. All members of the Board must be individual members in good standing of V-CAT.

B. The Board of Directors shall not include any elective or appointive officer of the City of Vallejo. “Elective officers” of the City are defined in the City Charter as the Mayor and the Council members, and “appointive officers” of the City are defined in the City Charter as the City Manager and the City Attorney.
Section 7.03 – Composition of the Board

A. The Board shall consist of persons who as closely as possible represent the racial, ethnic, geographic, social, and economic diversity of the City of Vallejo. Further, the Board may also represent the broad base of community interests as reflected in the variety of non-profit organizations and institutions serving the City of Vallejo and shall represent access producers and persons with knowledge and expertise which will benefit the corporation.

B. The Board of V-CAT shall consist of eleven (11) voting members.

C. Elected Directors shall consist of five (5) Directors elected by the membership.

D. Designated Directors shall consist of three (3) Directors. Each of the following entities shall appoint one (1) Designated Director: Vallejo Unified School District; the city of Vallejo; and the Solano Community College.

E. Appointed Directors shall consist of three (3) Directors appointed by the majority of the Board. The appointment shall be made by the newly elected Directors at each Organizational Meeting of the Board required by Section 7.09 of these Bylaws, or as soon thereafter as possible.

F. To ensure that the Board reflects the needs and interests of Vallejo, a majority (i.e., at least six (6) of the members of the Board of Directors must be residents of Vallejo. To assure that this principle is carried out reasonably and without disruption, the initial group of Board Members shall include at least six (6) Vallejo residents. When any subsequent election or appointment takes place, affirmative efforts shall be made to manage that at least six (6) residents of Vallejo are included on the Board. If the number of residents falls below six (6) (e.g., if a Board member moves to a different community), any election or appointment that follows must first consider the residency of the candidates. Only a Vallejo
A resident may be eligible for election or appointment until there is again a minimum of six (6) Vallejo residents on the Board. Although counted in the number of residents, this requirement shall not apply to upcoming Designated Members, who may be designated without regard to their residency at any time.

**Section 7.04 – Terms of Board Members**

A. The initial elected Chair’s term shall expire on the date of the annual meeting of V-CAT in 2006. The remaining four (4) “Elected Directors” shall draw lots so that two (2) shall have terms which expire on the date of the annual meeting of V-CAT in 2007, and two (2) shall have terms which expire on the date of the 2008 annual meeting.

B. Elected Directors shall serve three (3) year terms, provided that an Elected Director shall serve no more than two (2) consecutive full three (3) year terms. A term of less than three (3) years shall not be considered a full term.

C. Terms of Elected Directors shall be staggered in such a way that at least two (2) Directors shall be elected from the membership each year.

D. Appointed and Designated Directors shall serve one (1) year terms, provided that no Appointed or Designated Director shall serve more than six (6) consecutive full one (1) year terms. A term of less than one (1) year shall not be considered a full term.
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 and Removal
A. Any Director may resign effective upon giving written notice to the Chairpersons 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 V-CAT 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 the office, effective seven (7) days following the third meeting. Exceptions may be granted by resolution of the Board.

C. Any Director may be removed from the Board of Directors by a vote of two-thirds of the then-current members of the Board if they determine that the said Director has:
   1. acted as a member of the Board in ways that involve gross misconduct or misappropriation of funds; or
   2. carried out activities without Board authorization which have legal or financial consequences for V-CAT.
Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the Board meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the Board at such meeting prior to such vote for removal taking place. Such removal may take place at any Board meeting provided that, at least ten (10) days prior to the date of the meeting, all Directors have been notified of the place, date and time of the meeting and the just cause for the proposed removal.

**Section 7.06 – Events Causing Vacancies**

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (1) death or resignation of any Director; or (2) by a two-thirds vote of the Board Members to remove a Director.

The Secretary of V-CAT shall notify the affected Director of any action taken under this section by certified mail (return receipt) within seven (7) days.

**Section - Filling Vacancies**

Vacancies on the Board of Elected or Appointed Directors may be filled in the interim before an election by a majority of the Directors in office, whether or not less than a quorum of the 13, or by a sole remaining Director. Vacancies of Designated Directors shall be filled by the entity that designated the departing Director. The Directors so appointed shall serve the remaining term of the vacant seat. Such vacancies should be filled as soon as possible, no later than 3 months after the vacancy, except for extenuating circumstances (e.g., several Directors leaving at once, too close to an election) or resolution of the Board. With such resolution, the Board must state a reasonable time limit for when the vacancy must be filled.
Section 7.08 – Regular Meetings
The Board of Directors shall schedule regular meetings for the transaction of V-CAT 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 of Board meetings will be made available to members and the public by noticing on the V-CAT website, the bulletin board on the V-CAT channel, and published in the local newspaper 10-90 days prior to the meeting, and minutes of the previous meeting shall be prominently posted in the office of V-CAT and available to members at the following meeting. Board meetings are open to all members and the public except for those times when any personnel, contract or other confidential (as defined by a majority of the Board) matters are being discussed, at which time the Board may go into executive session.

Section 7.09 – Organizational Meeting
Immediately after each annual meeting of members, the Board shall hold a regular meeting for the purpose of organization, election of officers, appointments, and transaction of other business. Notice of this meeting in the usual manner is not required, but all Board Members must be notified directly and it should be announced at the Annual Meeting when and where this meeting will take place, to meet the requirements in Section 7.08.
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 sent by e-mail 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. Attendance at any meeting by a Director shall constitute a waiver of notice of the meeting where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.11 – Quorum
A quorum shall be a majority of all members of the Board of Directors. If there is an unfilled position on the board, a majority relates only to counting those in filled positions. Fifty-one percent (51%) of the filled positions would be a quorum or majority, rounded to the next higher number.

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, provided a quorum is met.

Section 7.13 – Compensation
Directors shall receive no compensation for services as Directors, but may be reimbursed for any reasonable expenses, approved by the Board.

Section 7.14 – Actions by Written Ballot Without a Meeting
Any action including appointment of Appointed Directors or replacements of Elected Directors until the next election may be taken at any board meeting or may be taken without a board meeting by complying with Section 6.07 (1 and 2).
ARTICLE VIII.
The Election of the Board

Section 8.01 - Nomination of Board Members

A Nomination 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 the diversity of the City of Vallejo. As stated in Section 4.02 in relation to membership, nomination to the Board is likewise available to all without discrimination on the basis of race, ethnicity, national origin, gender, age, religion, disability, economic status, education, or sexual orientation. 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 V-CAT notifying them of the procedures and time frame 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 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 V-CAT, petition for nomination must contain a total of at least ten (10) signatures of individual members or representatives of organization members. Only one signature per organization 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 one, three, or more Inspectors of Election to monitor the election proceedings. The Inspector(s) of Election shall determine membership 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 (3) or more Inspectors 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 ballot that shall be mailed to all classes of members of V-CAT 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 the Board member.

E. Subject to Section 8.03, election of all of the elected Directors shall be accomplished by mailed ballot that shall be mailed to all classes of members of V-CAT and returned by them in accordance with Section 6.07 of these Bylaws.
**Section 8.05 - Certification of Election**
At the Annual Meeting of V-CAT required as per Section 5.02, the results of the election of Directors shall be announced and verified and the new Directors shall take their seats upon the Board.

**ARTICLE IX.**

**Officers**

**Section 9.01 - Qualification of Elected and Appointed Officers**
All elected, designated, and appointed officers of V-CAT shall be individual members of V-CAT in good standing and shall be 18 years of age or older.

**Section 9.02 - Designation of Officers**
The officers of V-CAT shall be a Chairperson, a Vice-chairperson, Secretary, and a Treasurer. The officers shall be chosen by the Board from members of the Board.

**Section 9.03 - Election of Officers**
The officers of V-CAT shall be chosen by a majority vote of the Board of Directors 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 V-CAT. 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 V-CAT under any contract of which the officer is a party.
Section 9.05 - Removal of Officers
Any officer may be removed from office by ordinary resolution of the Board when, in their judgment, the best interests of V-CAT shall be served thereby. Removal of an officer shall be without any prejudice to any contractual rights, that he or she may have with respect to V-CAT. The officer removed from office may continue to serve as an Elected or Designated Director to the end of his/her term.

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 V-CAT shall commence with the organizational meeting of the Board following the Annual Meeting of the members and shall conclude at the organizational 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 all the powers and duties of Executive Director of V-CAT as prescribed by these Bylaws. The Chairperson of the Board shall be the direct supervisor of the Executive Director. The Vice-Chair may act in that capacity when the Chair requests.

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 V-CAT and shall supervise, direct, and control V-CAT’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 unable, 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 the Bylaws may prescribe.

**Section 9.11 - Secretary**

A. The Secretary shall keep or cause to be kept, at V-CAT’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 the 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 V-CAT’s principal office or at a place determined by resolution of the Board a record of V-CAT members, showing each member’s name, address, class, and status of membership.

C. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board required by these Bylaws to be given. The Secretary shall 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. The Secretary and Executive Director shall be in communication as to accurate member records within V-CAT computer software and paper lists. Regular updates should be made to assure that both lists are the same, accurate
and correct.

Section 9.12 - Treasurer
The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of V-CAT’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 V-CAT, as a condition of accepting said office, shall be indemnified by V-CAT against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding 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 V-CAT, 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 without 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 V-CAT 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**
V-CAT 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 three standing committees: an Executive Committee, a Finance Committee, and a Nominating Committee. Each standing committee shall consist of at least three (3) Board members and shall be appointed from among the Members of the Board. No Board member shall vote on more than two (2) Standing Committees but may serve on them.

The Executive Director shall be a non-voting member of each committee. V-CAT members or others may not serve on Standing Committees. They may attend as members of the public.

**Section 11.02 - Duties of Executive Committee**
The Executive Committee shall have the power to act as the Board of Directors in between Board meetings. The Executive Committee shall include all four (4) officers and any other Directors who volunteer. The Executive Committee shall not, regardless of Board resolution:

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,
is not amendable or repealable.

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 V-CAT is a party and in which one or more of its Directors has material financial interest.

**Section 11.03 - Duties of Finance Committee**

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

**Section 11.04 - Duties of Nominating Committee**

The Nominating Committee shall carry out its duties in accordance with the procedures specified in Section 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 11.05 - Minutes of Standing Committees**

The minutes or a brief report of each standing committee shall be submitted to the Board in writing no later than the Board’s next regular Board meeting.
Section 11.06 - Other Committees
The Board may establish other committees from time to time, and these committees shall have such duties as may be conferred on them by the Board. Volunteer appointees must be members in good standing of V-CAT. They need not be Directors. Each member of these committees has one vote within the committee. The appointed chair must be a member of V-CAT in good standing but does not need to be a Director. Minutes and actions of all such committees shall be submitted in writing to the Board for the next regular Board meeting.

ARTICLE XII.
Performance of V-CAT

Section 12.01 - Reporting Requirements
An annual report regarding its fiscal and operational activities shall be prepared and distributed.

Section 12.02 - Auditing and Inspection Requirements
V-CAT shall maintain all necessary books and records, in accordance with generally accepted accounting principals. The City of Vallejo may elect to conduct a fiscal audit of the V-CAT financial records at any time.

ARTICLE XIII.
Miscellaneous

Section 13.01 - Non-Discrimination
V-CAT shall ensure that no individual is discriminated against with regard to membership, services, access to information or any activity of V-CAT because of race, ethnicity, national origin, gender, age, religion, disability, economic status, education or sexual orientation; 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 V-CAT.
Section 13.02 - Meetings of V-CAT

All meetings of V-CAT and the Board are open to the public except when the Board moves to meet in Executive Session only to consider personnel actions, contracts, and confidential matters as deemed by a majority of Board members. All meetings of V-CAT and the Board shall be held following Robert’s Rules of Order, providing that the failure to observe Robert’s Rules of Order shall not invalidate any action taken.

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.
ARTICLE XV.
Amendment of By-Laws

Section 15.01 - Membership Rights Limitation
Subject to the right of the members under Section 15.02, the Bylaws of V-CAT may be adopted, amended, or repealed only by two-thirds (2/3) vote of the Board of Directors.

Section 15.02 - Membership Approval Required
Thirty (30) days after members have been admitted to V-CAT, the Board may not, without the approval of the members, specify or change any Bylaw provision that would:

A. Fix or change the authorized number of Directors.
B. Fix or change the minimum or maximum number of Directors.
C. Change from a fixed number of Directors 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 V-CAT.

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 differently than the action affects another class must be approved by the members of that adversely affected class. No amendment may extend the term of Director beyond that for which the new Director was elected. Any provision of these Bylaws providing for the designation or the selection (election) of any Director or Directors may be adopted, amended, or repealed only by approval of the members, subject to the consent of the person or persons entitled to designate or select any such Directors.
Section 15.04 - Manner of Giving Notice

The membership of V-CAT 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.