



**BYLAWS
OF
COMMUNITY ACCESS PARTNERS
OF SAN BUENAVENTURA
(CAPS MEDIA)**

Revised July 2016

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BYLAWS OF COMMUNITY ACCESS PARTNERS OF SAN BUENAVENTURA

ARTICLE I NAME

Section 1.01--Name

The name of the organization shall be Community Access Partners of San Buenaventura, hereinafter referred to as "CAPS".

ARTICLE II OFFICES OF THE CORPORATION

Section 2.01--Principal Office

The principal office for the transaction of the activities and affairs of **CAPS** shall be located within the City of San Buenaventura, California hereinafter referred to as "City of Ventura".

Section 2.02--Registered Office and Registered Agent

CAPS 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, promote, produce, and distribute noncommercial community based media programs.
- b) To provide institutions, agencies, organizations, and individuals with a Community Media Center and other necessary equipment, resources, and training to create and distribute noncommercial community programming and information.

- c) To develop and promote the use of community media access resources in a non-discriminatory manner and to ensure 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 orientation, religion, disability, political affiliation, or economic status.
- d) To encourage coordination with other Community Media Access Centers and organizations.
- e) To encourage the use of the community media resources among a wide range of individuals, organizations and institutions.
- f) To facilitate the use of access channels (bandwidth) as a public forum, which promotes a free exchange of ideas and information.
- g) To serve access viewers with programming and information reflecting the activities, concerns, and interests of the residents of City of Ventura in a manner that promotes a free exchange of ideas and information.
- h) To assure that no censorship over program content on the access channel(s) exists, except as necessary to comply with the Cable Communications Policy Act of 1984, as amended, (or the corresponding provision of any future federal cable television or applicable telecommunications law) and other applicable Federal, state, or local law.
- i) To perform such duties and functions relative to community based noncommercial uses of the cable communication systems as may be appropriate to maximize the benefit to individuals, institutions and other organizations within the City of Ventura.
- j) 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 --Classes of Members

There shall be at least two (2) classes of voting members in **CAPS**:

- (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 that meet those membership requirements delineated in 4.02, and:
 - 1) whose principal address is in the City of Ventura; or
 - 2) have City of Ventura residents as members; or
 - 3) serve residents of the City of Ventura.
- (c) Affiliate members shall be any person that does not fit into either criteria (a) or (b) above. These persons shall not have voting rights.

Section 4.02--Membership Qualifications

Membership in **CAPS** is open to:

- (a) any person who is a resident of the City of Ventura
- (b) any person who is employed by a business located in the City of Ventura
- (c) any person who is a student at a school located in the City of Ventura
- (d) any non-profit organization or institution with an office located in the City of Ventura, or serving or having as members City of Ventura residents;
- (e) any person who is an employee or member of such non-profit organization or institution.

Such persons, organizations, or institutions who are in substantial agreement with the objectives of CAPS 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 individuals 18 years of age or under. Membership is available to all those eligible without discrimination.

Section 4.03 --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 change 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 **CAPS**. 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 4.04 --Dues and Terms of Membership

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

Section 4.05 --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 Ventura designated by the Board. In the absence of any such designation, meetings shall be held at **CAPS'** principal office.

Section 5.02--Annual Meeting of Members

CAPS shall hold an Annual Meeting once a year, at a time and place to be determined by the Board. Any proper matter may be presented at the Annual Meeting, subject to the limitations stated in section 5.05 of these Bylaws. 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, posted online, 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 Board Chair, the Board of Directors, or by a written request submitted to the Secretary of **CAPS** by five percent (5%) or more of the members of **CAPS**. Said request should specify the nature of the business to be transacted at the special meeting.
- (b) Special meetings shall be held no less than 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 intends to present for action by the members.

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 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 **CAPS**.
- (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 any of the following: first-class mail, electronic mail, or by other means of written communications. In addition, notice of the meeting will be posted on the CAPS website and at the CAPS Studio office. All mailing charges shall be 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 **CAPS** or at the address given to **CAPS** by the member for purposes of notice. If no address appears in **CAPS'** books and no address has been so given, notice shall be deemed to have been given if notice is announced on the public/community access channel, posted online, and 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 **CAPS** and shall be filed and maintained in **CAPS** 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 Board Chair shall preside at all regular Board of Directors' meetings or special meetings of the members. In the Board Chair's absence, the Vice-Chair shall serve in this capacity. The Secretary of the Board shall keep or cause to be kept minutes of all meetings. If the Secretary is absent the presiding officer may assign the keeping of the minutes to another board member or staff member.

**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 **CAPS**. 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. Upon loss of Quorum, any action taken, other than adjournment must be limited to items included in the notice of the meeting, and must be approved by at least a majority of the members required to constitute a quorum.

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 twenty-five (25) days. When 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, **CAPS** 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 as an individual member, and one vote for each organizational membership for which they have been designated as representative 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 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.** CAPS 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, (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 of two weeks within which to return the ballot to CAPS. 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 both the following conditions are met:
 - (i) 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-
 - (ii) 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 Inspector of Elections 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 shall 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 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.
- (c) 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, **CAPS'** 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 **CAPS**.
- b. The Board of Directors shall not include as voting members any elected official or officer of the City of Ventura.
- c. All members of the Board must be at least eighteen (18) years of age.

Section 7.03 --Composition of Board of Directors

- a. The Board of Directors of **CAPS** shall consist of no fewer than five (5) and no more than thirteen (13) voting members.
- b. "Elected Directors" shall consist of four (4) Directors elected by the membership.
- c. "Appointed Directors" shall consist of five (5) 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 7.10 of these Bylaws, or as soon thereafter as possible.
- d. "Designated Directors" shall consist of one (1) Director appointed by the Ventura Unified School District, one (1) Director appointed by the City of Ventura, one (1) Director appointed by the County of Ventura, and one (1) Director appointed by Ventura Community College.

Section 7.04 --Terms of Board Members

- (a) Elected Directors shall serve four (4) year terms, provided that an Elected Director shall serve no more than two (2) consecutive full four (4) year terms. A term of less than four (4) years shall not be considered a full term. Terms of Elected Directors shall be staggered in such a way that two (2) Directors shall be elected from the membership every two (2) years.
- (b) Appointed Directors shall serve four (4) year terms, provided that no Appointed Director shall serve more than two (2) consecutive full four (4) year terms. A term of less than four (4) years shall not be considered a full term.
- (c) Designated Directors shall serve four (4) year terms, provided that no Designated Director shall serve more than two (2) consecutive full four (4) year terms. A term of less than four (4) years shall not be considered a full term. A request by a partner entity to waive term limits for a Designated Director may be approved by the Board. In the event that after six (6) months a Designated Director is not appointed by the partner entity to fill a vacancy, the board may appoint someone to fill the vacancy until the partner entity appoints a Designated Director.
- (d) The 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 Board Chair 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 **CAPS** would then be left without a duly Elected, Designated or Appointed 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 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 Board must approve the removal of an Appointed or Designated Director by the members.

- (b) The Secretary of **CAPS** 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. The members may fill any vacancy or vacancies not filled by the Directors after six (6) months of the vacancy. The Directors so appointed shall serve the remaining term of the vacant seat. Vacancies of Designated Directors shall be filled by the entity that designated the departing Director. If a Designated Director position is vacant for six (6) months, the board may appoint someone to fill the position until the partner entity appoints a Designated Director.

Section 7.08 --Regular Meetings

The Board of Directors shall schedule regular meetings for the transaction of **CAPS** business and shall schedule these meetings at least quarterly throughout the year. Regular meetings will be held at a time and place determined by the Board. Schedules and notices of Board meetings will be made available to members and the public and prominently posted in the office of **CAPS**. At the conclusion of each meeting, the minutes of the meeting, a list of persons who the Board notified or attempted to notify, a copy of the roll-call vote, and any actions taken at the meeting shall be posted for a minimum of 10 days in the office of CAPS as soon after the meeting as possible.

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 as it will be held immediately following the noticed annual meeting of members.

Section 7.10 --Special Meetings

The Board Chair, Vice-Chair, or any two (2) Directors of the Board may call special meetings of the Board at any time. Written notice of the time and place of special meetings shall be sent electronically (emailed) or mailed via first-class 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. Schedules and notices of special meetings shall be posted three (3) 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.

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

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

Section 7.14 Conflict of Interest

The Board of Directors shall establish, adopt, and comply with a Conflict of Interest Policy, which shall prohibit financial conflicts of interest between Board members and the corporation. Annually each Board member and the Executive Director shall receive a copy of the Conflict of Interest Policy, which they shall read and understand. Additionally, each year, the above parties shall submit to the Board a confidential Conflict of Interest Questionnaire that they have reviewed, filled out, and signed.

**ARTICLE VIII
THE ELECTION OF DIRECTORS**

Section 8.01--Nomination of Board Members

Any member of the Board of Directors may propose a candidate for each opening for an elected member on the Board, or may adopt an alternative method of selection. 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 **CAPS** 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) Each Candidate Statement of Interest must be signed no more than four (4) months preceding the record date for the Annual Meeting and must be submitted to the Executive Director by the date designated by the Board as the deadline for receiving nomination petitions.

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 (1) or three (3). 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 (3) 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 Ballot

- (a) Subject to Section 8.03, election of all of the elected Directors shall be accomplished by mailed or electronic ballot that shall be delivered to all voting class members of **CAPS** and returned by them in accordance with Section 6.07 of these Bylaws.
- (b) Each member, shall, in writing or electronically, 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 Board of Directors 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 **CAPS** 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 **CAPS** shall be individual members of **CAPS** in good standing.

Section 9.02--Designation of Officers

The officers of **CAPS** shall be a Board Chair, a Vice-Chair, 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 **CAPS** 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 **CAPS**. 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 **CAPS** under any contract which the officer has signed as an agent of **CAPS**.

Section 9.05--Removal of Officers

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

Section 9.06--Vacancies

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

Section 9.07--Terms of Office

The terms of office for the officers of **CAPS** shall be for two (2) years and 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 second Annual Meeting.

Section 9.08— Board Chair

The Board Chair 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 Board Chair shall also be the Chief Executive Officer and shall have the powers and duties of the Executive Director of **CAPS** prescribed by these Bylaws.

Section 9.09 --Vice-Chair

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

Section 9.10 --Secretary

- (a) The Secretary shall keep or cause to be kept, at **CAPS'** 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 **CAPS'** principal office or at a place determined by the Board, a record of the members of **CAPS**, showing each member's name, 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 9.11 --Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of **CAPS'** 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.

Section 9.12 --Executive Director

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

ARTICLE X INDEMNIFICATION AND INSURANCE

Section 10.01--Indemnification of Directors and Officers

Any member of the Board of Directors and any officer of **CAPS**, as a condition of accepting said office, shall be indemnified by **CAPS** 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 **CAPS**, 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 **CAPS** 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

CAPS 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 two (2) standing committees: An Executive Committee, and a Finance Committee. The Executive Committee shall be comprised of the officers of **CAPS**. The Finance Committee shall consist of at least three (3) Board members and shall be appointed from among the members of the Board. The members of the Board of Directors may combine the Executive Committee and Finance Committee into a single committee.

The Executive Director shall be a non-voting member of each committee. Schedules and notices of Standing Committee meetings will be made available to members and the public and prominently posted in the office of **CAPS**.

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 action, 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 action 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 **CAPS** is a party and in which one or more of its Directors has a material financial interest.

Section 11.03--Duties of the Finance Committee

The Finance Committee shall review the Annual Financial Statement, approve annual audit reports, and recommend to the Board the selection of and fees to be paid to an independent Certified Public Accountant for **CAPS**. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether the **CAPS** is meeting its projected budget, 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 **CAPS'** 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, has been properly dealt with. The Finance Committee shall have such other duties as may be delegated to it by the Board from time to time.

Section 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. Appointments to Committees shall be by ordinary action of the Board. Appointees must be members in good standing of **CAPS**. Minutes and actions of all such Committees shall be submitted to the Board.

**ARTICLE XII
PERFORMANCE OF CAPS**

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

CAPS shall contract for an audit of its records with a Certified Public Accountant on an annual basis and its records shall be open to the membership for inspection.

Section 12.03--Loans

No loans shall be made or secured by the Corporation to any officer, director, member or staff member for any reason at any time.

**ARTICLE XIII
MISCELLANEOUS**

Section 13.01--Non-Discrimination

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

Section 13.02--Meetings of CAPS

All meetings of **CAPS** and the Board are open to the public except that items related to personnel matters, litigation or the threat of litigation, real estate acquisition, or contract negotiations may be conducted in confidential executive session. All meetings of **CAPS** and the Board shall be held following Robert's Rules of Order or such other rules of procedure as may be prescribed by the Board of Directors, provided that the failure to observe Robert's Rules of Order or such other rules of procedure as may be prescribed by the Board of Directors 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 **CAPS** 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 of Directors of **CAPS** 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) Fix or Change the number of Board members so that the total number of designated and appointed Board members combined exceeds the number of elected Board members.
- (d) Change from a fixed number to a variable number of Directors, or vice versa.
- (e) Increase or extend the terms of Directors.
- (f) Increase the quorum for members meeting.
- (g) Repeal, restrict, create, expand, or otherwise change proxy rights.
- (h) Wind-up and dissolve **CAPS**.
- (i) 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 an Elected Director beyond that for which the new Director was elected.

Section 15.04--Manner of Giving Notice

The membership of **CAPS** 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.