

AS AMENDED ON OCTOBER 12, 2009
RESOLUTION NO. 1833

A RESOLUTION OF THE COUNCIL OF THE CITY OF SALISBURY, MARYLAND
ADOPTING THE PROPOSED BY-LAWS FOR PAC 14

WHEREAS, the Board of Directors for PAC 14 has developed and approved a set of proposed By-laws for PAC 14, the Public Access Channel serving the City of Salisbury and much of Wicomico County; and

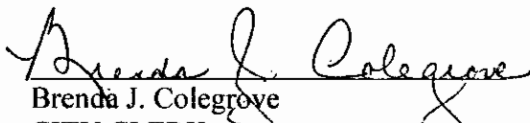
WHEREAS, the City Council has reviewed an earlier draft of these proposed By-laws at a work session on September 14, 2009 and has found that they will provide for an adequate governance structure for PAC 14; and

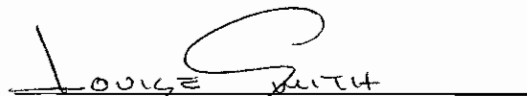
WHEREAS, the Wicomico County Council has adopted the attached By-laws;

NOW, THEREFORE, BE IT RESOLVED that the Salisbury City Council adopts the By-laws for PAC 14 that are attached hereto.


THE ABOVE RESOLUTION was introduced and duly passed at a meeting of the Council of the City of Salisbury, Maryland held on the 12th day of October, 2009 and is to become effective immediately upon adoption.

ATTEST:


Brenda J. Colegrove
CITY CLERK


Louise Smith
PRESIDENT, City Council

APPROVED by me this 13th
day of October, 2009.


James Hutton, Jr.
MAYOR, City of Salisbury

AS AMENDED ON OCTOBER 12, 2009

BYLAWS
OF
PAC 14, INC.

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BYLAWS OF PAC 14, INC.

ARTICLE I. NAME

Section 1.01--Name

The name of the organization shall be PAC 14, Inc.

ARTICLE II. OFFICES OF THE CORPORATION

Section 2.01--Principal Office

The principal office for the transaction of the activities and affairs of PAC 14, Inc. shall be located within Wicomico County, Maryland.

Section 2.02--Registered Office and Registered Agent

PAC 14, Inc. shall have and continuously maintain a registered office in the State of Maryland, and a registered agent whose office is identical with such registered office, as required by Maryland non-profit corporation law. The registered office may be, but need not be, the same as its principal office in the State of Maryland. The Board of Directors may change the registered office or the registered agent at such office, or both, from time-to-time by compliance with applicable provisions of Maryland non-profit corporation law.

ARTICLE III. PURPOSES

Section 3.01--Purposes

This corporation is formed for scientific, cultural, 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; provided that a nonprofit organization that is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code may engage in fundraising or solicitation.

- (b) To provide individuals, organizations, and institutions the necessary resources to produce programming for the noncommercial public, educational, and government (PEG) access channel(s).
- (c) To support, develop, and promote the public's access to local government process by broadcasting of local government meetings, public hearings, and forums.
- (d) To establish, maintain and operate one (1) or more media access center(s):
 - i. To educate individuals and nonprofit organizations in the use of various media tools and techniques.
 - ii. To provide individuals and nonprofit organizations with access to various media tools and assistance in their use.
 - iii. To promote programs and support the use of various media as vehicles of artistic expression.
 - iv. To produce programs and other media materials in the public interest.
 - v. To establish, maintain and operate a system or systems for the distribution of various media programs and materials, in the public interest.
 - vi. To establish, maintain and operate non-commercial broadcasting, telecasting and/or cable casting facilities for the dissemination of various media programs and materials, in the public interest.
- (e) To promote and encourage the participation of organizations and individuals in Wicomico County in creating and presenting programming reflecting the activities, concerns and interest of County residents in a manner that promotes a free exchange of ideas and information.
- (f) To encourage PEG access programming that serves viewers as well as program producers by promoting high production quality, responsible and diverse points of view, balance in subject matter and regular scheduling.
- (g) To facilitate the use of access channels as a public forum that promotes a free exchange of ideas and information.
- (h) To assure that no censorship over program content of the public access channel(s) exists, except as necessary to comply with the Cable Communication Policy of 1984 (or the corresponding provision of any future federal cable television or telecommunications law), and the Federal Communications Commission prohibition of material that is obscene, contains commercial - advertising or conducts a lottery.

- (i) 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--Initial Members

The initial members of PAC 14, Inc. shall be limited to the Board of Directors. No later than October 30, 2010 the membership of PAC 14, Inc. shall be expanded and function as described in the following subsections of Article IV. - Membership, and in Article V. - Meetings of Members, and in Article VI. - Voting by Members. Until October 2010, such provisions of Article V shall apply as necessary and appropriate to the circumstances.

Section 4.02--Membership Qualifications

PAC 14, Inc. membership is open to: (1) any person who is a resident of Wicomico County or the City of Salisbury; (2) any non-profit organization, business, or institution with an office located in Wicomico County or the City of Salisbury or serving or having as members Wicomico County residents; (3) any person who is an employee or member of such non-profit organization or institution; or (4) any person who is employed by a business located in Wicomico County. Such persons, organizations, or institutions that 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 4.03--Classes of Members

There shall be two (2) classes of voting members in PAC 14, Inc.:

- (a) Individual members shall be those persons who meet the requirements delineated in 4.02.
- (b) Organizational members shall be non-profit organizations, businesses, or institutions which meet those membership requirements delineated in 4.02, and: (1) whose principal address is in Salisbury or Wicomico County); or (2) have Salisbury or Wicomico County residents as members; or (3) serve residents of Salisbury or Wicomico County.

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 change to these Bylaws as designated in Section 16.02; on any merger and its principal terms and the amendment of those terms; and on any election to dissolve PAC 14, Inc. 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 Maryland non-profit corporation law. No proxy voting is permitted.

Section 4.05--Dues and Terms of Membership

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

Section 4.06--Transfer of Membership

No membership 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 Wicomico County, Maryland designated by the Board. In the absence of any such designation, meetings shall be held at the principal office of PAC 14, Inc.

Section 5.02--Annual Meeting of Members

PAC 14, Inc. shall hold an Annual Meeting during the month of October, at a time and place to be determined by resolution of the Board. Notice of the Annual Meeting shall be given in accordance with Sections 5.04 and 5.06 of these Bylaws, except that notice must be given at least thirty (30) days prior to the meeting, be provided to the City and County, be announced on at least the public/community access channel, and be 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 PAC 14, Inc. by five percent (5%) or more of the members of PAC 14, Inc. 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 to each member entitled to vote at the meeting, in accordance with Sections 5.05 and 5.06 of these Bylaws. That notice shall specify the place, date, and hour of the meeting, and:

- (a) the general nature of the business to be transacted at a Special Meeting (no other business may be transacted); and
- (b) those matters that the Board intends to present for action by the members at the time notice is given for the Annual Meeting.

Except as indicated in Section 5.05 of these Bylaws, any proper matter may be presented for consideration 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 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 dissolve PAC 14, Inc.
- (e) Amending Section 11.02 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. The notice 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 PAC 14, Inc. or at the address given to PAC 14, Inc. by the member for purposes of notice. If no address for a member appears in PAC 14, Inc.'s books and no address has been so given by that member, notice shall be deemed to have been given if notice is published at

least once in a newspaper of general circulation in the City, provided to the City and County government, and announced on at least the public/community access channel.

- (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 of PAC 14, Inc. and shall be filed and maintained in minutes of PAC 14, Inc.

Section 5.07--Waiver of Notice or Consent by Attendance

A member's 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 Treasurer of the Board shall act in the absence of the Chairperson and Vice-Chairperson. 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 PAC 14, Inc. 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. Any action taken, other than adjournment, must be approved by at least a majority of the members required to constitute a quorum, if the matter requiring action was included in the notice of the meeting.

Section 6.03--Adjournment and Notice of Adjourned Meetings

Any members' meeting may be adjourned by the vote of the majority of the members represented at the meeting, whether or not a quorum is present. However, a meeting may not be adjourned for more than forty-five (45) days. If a members' meeting is adjourned to another time and place, and the time and place is announced at the meeting prior to adjournment, additional notice need not be given of the adjourned meeting. After adjournment, if 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, PAC 14, Inc. may transact any business that might have been transacted at the original meeting.

Section 6.04--Eligibility to Vote

Subject to the provisions of Maryland 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 that 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 the members present approves an action. The only exception is if 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.
 - i. Solicitation of Written Ballots. PAC 14, Inc. 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:
 - (1) indicate the number of responses needed to meet the quorum requirements;
 - (2) with respect to ballots other than for election of Directors, state the

percentage of approval necessary to pass the measure or measures;

- (3) specify the time by which the ballots must be received in order to be counted;
- (4) set forth the proposed action on each ballot;
- (5) provide the members with an opportunity to specify approval or disapproval of each proposal; and
- (6) provide a reasonable time within which to return the ballot to PAC 14, Inc.

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 shall not be voted either for or against the election of a Director.

ii. Number of Votes and Approvals Required. Approval by written ballot shall be valid only when:

- (1) the number of votes cast by ballot within the time specified, including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld, meets or exceed the quorum required to be present at a meeting authorizing the action; and
- (2) the received written ballots approving the action constitute a majority of all votes cast.

(b) Written ballots may not be revoked.

(c) All written ballots shall be filed with the Secretary of PAC 14, Inc. 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:
 - i. the record date for determining members entitled 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
 - ii. the record date for determining members entitled 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 pursuant to Section 4.04 of these By-Laws.

**ARTICLE VII.
THE BOARD OF DIRECTORS**

Section 7.01--General Powers of the Board of Directors

Subject to the provisions and limitations of Maryland 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, PAC 14, Inc. 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 members of the Board must be residents of Wicomico County and individual members in good standing of PAC 14, Inc. or representatives of organizational members designated pursuant to Section 4.04 of these By-Laws.

Section 7.03--Composition of the Initial Board

- (a) The Board may consist of persons who as closely as possible represent the racial, ethnic, geographic, social, and economic diversity of Wicomico County. Further, the Board may also represent the broad base of community interests as

reflected in the variety of non-profit organizations and institutions serving Wicomico County and may represent access producers and persons with knowledge and expertise that will benefit the corporation.

- (b) The Initial Board of Directors shall consist of not less than nine (9) or more than thirteen (13) voting members.
- (c) The nine (9) members of the Initial Board shall be those as identified in the proposed Articles of incorporation.

Section 7.04--Composition of Ongoing Board

- (a) The Board may consist of persons who as closely as possible represent the racial, ethnic, geographic, social, and economic diversity of Wicomico County. Further, the Board may also represent the broad base of community interests as reflected in the variety of non-profit organizations and institutions serving Wicomico County and may represent access producers and persons with knowledge and expertise that will benefit the corporation.
- (b) The Ongoing Board of PAC 14, Inc. shall consist of not less than eleven (11) or more than thirteen (13) voting members.
- (c) "Elected Directors" shall consist of seven (7) Directors elected by the membership.
- (d) "Appointed" Directors shall consist of no more than two (2) Directors to be appointed by the majority of the Board by ordinary resolution. Appointed Directors shall provide special expertise to the Board.
- (e) "Designated Directors" shall consist of one (1) Director appointed by the Wicomico County Board of Education to represent K-12 schools, one (1) Director collectively appointed by Salisbury University and WOR-WIC Community College, one (1) Director appointed by the City of Salisbury, and one (1) Director appointed by Wicomico County.

Section 7.05--Terms of Board Members

- (a) The initial "Elected Directors" shall draw lots so that three (3) shall have terms which expire on the date of the annual meeting of PAC 14, Inc. in 2011; two (2) shall have terms which expire on the date of the annual meeting in 2012, and two (2) shall have terms which shall expire on the date of the annual meeting in 2013.
- (b) Elected Directors shall serve three (3) year terms.
- (c) Designated and Appointed Directors shall serve one (1) year terms.

- (d) 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.
- (e) There shall be no limit to the number of consecutive terms to which an individual member of the Board may be elected and serve.

Section 7.06—Resignation and Removal

- (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. However, no Director may resign when PAC 14, Inc. 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.
- (c) Any Director may be removed from the Board by a vote of two-thirds of the then-current members of the Board if they determine that the said Director has:
 - i. acted as a member of the Board in ways that involve gross misconduct or misappropriation of funds; or
 - ii. carried out activities without Board authorization which have legal or financial consequences for PAC 14, Inc.

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.

If the Director to be removed is a Designated Director the designating institution or entity shall be notified of the proposed removal at least ten (10) days prior to the date of the meeting at which such proposed action is scheduled to occur.

Section 7.07--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 to remove a Director, or (3) the vote of the majority of all members to remove a Director if the Corporation has fewer than 50 members. The Board must approve the removal of an Appointed or Designated Director by the

members.

- (b) The Secretary of PAC 14, Inc. shall notify the affected Director of any action taken under Section 7.06 (b) and Section 7.07 (a) by certified mail (return receipt) within seven (7) days.

Section 7.08--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 7.09--Regular Meetings

The Board of Directors shall schedule regular meetings for the transaction of PAC 14, Inc. 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 shall be prominently posted in the office of the PAC 14, Inc. The minutes of the previous meetings shall be prominently posted: (1) in the office of the PAC 14, Inc., and (2) on the PAC-14, Inc. website.

Section 7.10--Organizational Meetings

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

Section 7.11--Special Meetings

The Chairperson, Vice-chairperson, 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 delivered via first-class mail or electronic mail (e-mail) to each Director at least four (4) business days before such a meeting is held or two (2) business 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 at least 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 express purpose of objecting to the transaction of any business because the meeting is not lawfully called

or convened.

Section 7.12--Quorum

A quorum shall be a majority of the current members of the Board of Directors.

Section 7.13--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 7.14--Compensation

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

**ARTICLE VIII.
THE ELECTION OF DIRECTORS**

Section 8.01--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 PAC 14, Inc., 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) 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, which shall be by the person designated pursuant to Section 4.04 of these By-Laws.

Section 8.02--Nomination of Board Members

In addition to nomination by petition as described in Section 8.01, 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 County of Wicomico. The proposed slate of candidates shall be communicated to the membership, in a manner determined by the Board, no less than thirty (30) days prior to the record date of the Annual Meeting.

Section 8.03--Inspectors of Election

No later than thirty (30) days prior to the close of nominations, the Board shall appoint three (3) Inspectors of Election to monitor the election proceedings. The Inspectors of Election shall:

- (a) determine the membership status and voting power of each person that casts a vote;
- (b) receive votes, ballots, or consents;
- (c) establish the existence of a quorum;
- (d) determine when the ballots shall be received;
- (e) hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (f) count and tabulate all votes or consents;
- (g) determine the result and do such acts as may be proper to conduct the election or votes with fairness to all members; and
- (h) perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

The decision, act or certificate of a majority of the Inspectors of Election is effective in all aspects as the decision, act or certificate of all Inspectors.

Section 8.04--Election by Mailed Ballot

- (a) Subject to Section 8.03, the election of all elected Directors shall be accomplished by mailed ballot, which shall be mailed to all classes of members of PAC 14, Inc. 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 8.04 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 PAC 14, Inc. 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 on the Board.

ARTICLE IX. OFFICERS

Section 9.01--Qualifications of Elected and Appointed Officers

All elected, designated and appointed officers of PAC 14, Inc. shall be individual members of PAC 14, Inc. in good standing and shall be 18 years of age or older.

Section 9.02--Designation of Officers

The officers of PAC 14, Inc. shall be a Chairperson, a Vice-chairperson, Secretary, and a Treasurer. The Board shall choose the officers from the members of the Board.

Section 9.03--Election of Officers

The officers of PAC 14, Inc. 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 PAC 14, Inc. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice. 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 PAC 14, Inc. under any contract that the officer has signed as an agent of PAC 14, Inc.

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 PAC 14, Inc. shall be served thereby. Removal of an officer shall be without any prejudice to the rights, if any, of PAC 14, Inc. under any contract that the officer has signed as an agent of PAC 14, Inc.

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 PAC 14, Inc. 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. There shall be no limit to the number of consecutive terms to which an officer may be elected and serve.

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 PAC 14, Inc. as prescribed by these Bylaws.

Section 9.09--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 the Bylaws may prescribe.

Section 9.10--Secretary

- (a) The Secretary shall keep, or cause to be kept, a book of minutes of all Board meetings, members' meetings, proceedings, and actions of the Board and Committees, at the principal office of PAC 14, Inc. or such other place as the Board may direct. 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 it was 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.
- (b) The Secretary shall keep, or cause to be kept, a copy of the Articles of Incorporation and Bylaws, as amended to date, at the principal office or such other place as the Board may direct.
- (c) The Secretary shall keep, or cause to be kept, a record of the members of PAC 14, Inc., showing each member's name, address, class, and status of

membership, at the principal office of PAC 14, Inc. or such other place as the Board may direct.

- (d) The Secretary shall give, or cause to be given, notice of all meetings of members, the Board, and committees of the Board for which such notice is required by these Bylaws.
- (e) 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 properties and transactions of PAC 14, Inc. The Treasurer shall give, or cause to be given, such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board, to the members and Directors. The books of account shall be open to inspection by any Director at all reasonable times.

ARTICLE X. EXECUTIVE DIRECTOR

Section 10.1--Executive Director-Duties

The Executive Director shall be the general manager of PAC 14, Inc. and shall be subject to the supervisory powers of the Board. The Executive Director shall supervise, direct, and control the activities and affairs of PAC 14, Inc. The Executive Director shall have full and exclusive authority to hire, fire, supervise, and discipline the staff of the organization and shall have such other powers and duties as the Board or these Bylaws may prescribe. The Executive Director shall not be a member of the Board of Directors, but shall attend meetings of the Board of Directors.

Section 10.2--Executive Director-Evaluation

The performance of the Executive Director shall be evaluated by the Board of Directors as prescribed by these By-Laws.

ARTICLE XI. INDEMNIFICATION AND INSURANCE

Section 11.01--Indemnification of Officers

Any member of the Board of Directors and any officer of PAC 14, Inc., as a condition of accepting said office, shall be indemnified by PAC 14, Inc. 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 PAC 14, Inc., 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 Maryland, these Bylaws, agreements, vote of members, or otherwise.

Section 11.02--Exemption of Property

The private property of the members and Board of Directors of PAC 14, Inc. 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 11.03--Insurance

PAC 14, Inc. 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 XII. COMMITTEES OF THE BOARD

Section 12.01--Permanent Committees

The Board shall appoint four Permanent Committees: an Executive Committee, a Finance/Audit Committee, a Development Committee and a Nominating Committee. Each Permanent 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 serve on more than two (2) Permanent Committees. The Executive Director shall be a non-voting member of each committee.

Section 12.02--Duties of the Executive Committee

The Executive Committee shall be composed of the officers of the Board and 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 Maryland 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 PAC 14, Inc. is a party and in which one or more of its Directors has a material financial interest.

Section 12.03--Duties of the Finance/Audit Committee

The Finance/Audit Committee shall review the Annual Financial Statement, approve the annual audit report, and submit a recommendation to the Board regarding the selection of and fees to be paid to an independent Certified Public Accountant by PAC 14, Inc. It shall be the responsibility of the Finance/Audit Committee to report to the Board regarding: (1) whether PAC 14, Inc. is meeting its projected budget; (2) the scope and adequacy of the annual audit and related fees; and (3) the effectiveness and adequacy of the internal accounting controls of PAC 14, Inc. That report shall include the Finance/Audit Committee's 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 audit) have been properly addressed. The Finance/Audit Committee shall have such other duties as may be delegated to it by the Board from time to time.

Section 12.04--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 12.05--Duties of the Development Committee

The Development Committee shall develop, undertake, and support fundraising activities that shall contribute to ability of PAC-14, Inc. to fulfill its purposes as stated in Section 3.01 of these By-laws.

Section 12.06--Minutes of Permanent Committees

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

Section 12.07--Regular Committees

The Board may establish regular committees from time to time and these committees shall have such duties as may be conferred on them by the Board. Such Committees may be comprised of Board members and non-Board members, provided that after October 30, 2010, appointees must be members in good standing of PAC 14, Inc. Minutes and actions of all such Committees shall be submitted to the Board.

Section 12.08--Advisory Council

The Board of Directors may establish an Advisory Council to provide advice, expertise, and assistance to PAC 14, Inc.

Section 12.09 --Executive Director Evaluation Committee

The Board of Directors may establish an Executive Director Evaluation Committee to evaluate the performance of the Executive Director.

ARTICLE XIII. PERFORMANCE OF PAC 14, INC.

Section 13.01--Reporting Requirements

An annual report regarding the fiscal and operational activities of PAC 14, Inc. shall be prepared and distributed.

Reporting to city and county offices regarding PAC 14, Inc. fiscal and operational activities using government funds will be provided as agreed through an Access Management Agreement with each funding entity.

Section 13.02--Auditing and Inspection Requirements

PAC 14, Inc. shall contract for an audit of its records with a Certified Public Accountant on an annual basis and its records shall be open to any member of the public.

ARTICLE XIV. MISCELLANEOUS

Section 14.01--Non-Discrimination

PAC 14, Inc. shall ensure that no individual is discriminated against with regard to membership, services, access to information or any activity of PAC 14, Inc. because of race, national origin, sex, age, sexual orientation, 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 PAC 14, Inc.

Section 14.02--Meetings of PAC 14, INC.

All meetings of PAC 14, Inc. and the Board are open to the public in accordance with the Maryland Open Meetings Act. All meetings of PAC 14, Inc. and the Board shall be held in accordance with these By-Laws following Robert's Rules of Order, provided that the failure to observe Robert's Rules of Order shall not invalidate any action taken. Minutes of PAC 14, Inc. Board and membership meetings, except those of duly closed meetings, shall be available to the public and the City and County government and, if a website is maintained by PAC-14, Inc., on the website.

**ARTICLE XV.
DISSOLUTION**

Section 15.01--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 formed 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 Circuit Court for Wicomico County, 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 XVI.
AMENDMENT OF BYLAWS**

Section 16.01--Membership Rights Limitation

Subject to the right of the members under Section 16.02, the Bylaws of PAC 14, Inc. may be adopted, amended, or repealed only by two-thirds (2/3) vote of the Board of Directors.

Section 16.02--Members Approval Required

Once members have been admitted to PAC 14, Inc., 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 to a variable number of Directors, or vice versa.
- (d) Change the institutions or entities authorized to appoint Designated Directors pursuant to Section 7.04(e). Such a proposed change requires the concurrence of the designating entity or institution so affected.
- (e) Increase or decrease the number of Designated Directors. If such change could result in the elimination of a existing designated director seat such proposed change would require the concurrence of the designating entity or institutions so affected.
- (f) Increase or extend the terms of Directors.
- (g) Increase or decrease the quorum for members' meetings.
- (h) Repeal, restrict, create, expand, or otherwise change proxy rights.
- (i) Dissolve PAC 14, Inc.
- (j) Amend Section 11.02 of these By-Laws.
- (k) Amend Section 14.02 of these By-Laws.
- (l) Amend Section 16.02 of these By-Laws

Section 16.03--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 from how the action affects another class must be approved by the majority of members of the affected class. No amendment may extend the term of Director beyond that for which the new Director was elected.

Section 16.04--Manner of Giving Notice

The membership of PAC 14, Inc. 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.