

BYLAWS of CITY OF ERIE
CABLE TV ACCESS
CORPORATION

I. Name and Origin

The name of this corporation shall be City of Erie Cable TV Access Corporation, hereinafter referred to as "CECTAC." CECTAC has been designated by the City of Erie as the entity responsible for the production of public access programming utilizing the funds and equipment provided for that purpose in the 1991 Franchise Agreement between the City and Erie Telecommunications Inc. (doing business as Erie Cablevision).

II. Purposes and Activities

A. CECTAC is organized exclusively for charitable, educational, literary, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the United States Internal Revenue Code (or the corresponding provisions of any future U.S. Internal Revenue Law).

B. CECTAC shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activity for which non-profit corporations may be incorporated under the Pennsylvania Act 1988P.L. 1444, as amended, under the provisions of which CECTAC is incorporated.

C. CECTAC shall undertake such acts as it deems necessary to operate a public access channel and to provide educational and other non-commercial, community service programming on available access channels of the cable television system in the City of Erie, Pennsylvania.

D. Nondiscrimination Policy: The officers, directors, committee members, employees and persons served by CECTAC shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation. It is the policy of the City of Erie Cable Access TV Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran status, political service or affiliation, color, religion or national origin.

E. No substantial part of the activities of CECTAC shall be carrying on of propaganda, or attempting to influence legislation (except in accordance with 501(h) of the Internal Revenue Code). CECTAC shall not endorse or oppose any candidate for public office. Notwithstanding any other provision of these bylaws, CECTAC shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under 501(c)(3) of the internal Revenue Code (or the corresponding provisions of any future U.S. Internal Revenue Law) or by an organization contributions to which are deductible under 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future U.S. Internal Revenue Law).

III. Non-Profit

No pecuniary gain or profit incidental or otherwise to members of CECTAC is contemplated. No part of the net earnings of CECTAC shall inure to the benefit of, or be distributed to its members, Trustees, officers or other private persons, except that CECTAC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of 501(c)(3) purposes.

IV. Dissolution

Upon dissolution of CECTAC the Board of Trustees shall, after paying or making provision for the payment of all liabilities of CECTAC, dispose of all assets of CECTAC exclusively for the purposes and activities of CECTAC, or distribute its assets to such organization(s) organized and operated exclusively for said purposes and activities as at that time shall qualify as an exempt organization(s) under 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future U.S. Internal Revenue Law). Any assets not so disposed of shall be disposed of by the Court of Common Pleas of Erie County, exclusively for said purposes and activities or to such organization(s), as said Court shall determine, which are organized and operated exclusively for said purposes and activities.

V. Offices

The principal office of CECTAC shall be located in the City of Erie, Pennsylvania.

VI. Seals

The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation, and the words "Corporate Seal, Pennsylvania."

VII. Membership

A. Membership Categories: Access User; Affiliate; Patron; and Organizational.

B. All persons, organizations, and other entities who subscribe to the purpose and activities of CECTAC and who demonstrate their support by participation or with a contribution of money, service or equipment shall be eligible for membership in CECTAC. Members must be domiciled in the City of Erie or be members or employees of organizations based in or affiliated with the City. All persons serving on the Board of Trustees shall be members of CECTAC upon election or appointment to the Board. A record of all active members of CECTAC shall be kept by the Secretary, based on written applications for membership received from eligible persons and organizations on a form approved by the Trustees.

C. At every regular or special meeting of the membership, each active member, whether individual or organizational member, of CECTAC shall be entitled to one vote, in person, on each matter submitted to a vote of the membership.

VIII. Board of Trustees

A. The business and affairs of CECTAC shall be managed by its Board of Trustees consisting of a maximum of twelve persons of legal age, seven of whom shall be appointed by the voting members of the Board ("Appointed Trustees"), and not more than three of whom shall be elected by the CECTAC membership ("Elected Trustees").

Only one of the three elected board representatives can be from any one organization at any time. All Trustees shall be domiciled in the City of Erie or be members or employees of organizations based in or affiliated with the City. Each Trustee shall hold office until his or her term expires and a successor has been elected or appointed and confirmed

B. The initial nine Appointed Trustees shall be named by the incorporators, with three serving 3-year terms, three serving 2-year terms, and three serving 1-year terms. As their terms expire, starting in October, 1997, qualified replacement Trustees shall be appointed for 3-year terms each, subject to confirmation by the Council of the City of Erie. Beginning in 2003, seven appointed Trustees shall be appointed. In selecting replacements, the Board shall give consideration to: (1) obtaining Trustees having the knowledge and dedication necessary to fulfill CECTAC's purposes and to direct its activities; (2) having the interests of cable subscribers represented on the Board; (3) avoiding conflicts of interest; and (4) fostering excellence, diversity, objectivity, service, and equality in public access operations and programming.

C. The initial two Elected Trustees shall be elected, for 2-year and 3-year terms, respectively, by the members of CECTAC at the first regular Membership Meeting in 1997, and thereafter one Trustee shall be elected for a 3-year term by the membership annually.

D. In addition to the power and authority expressly conferred upon them by these Bylaws, the Board of Trustees shall have all powers and authorities now or hereafter provided or permitted under the laws of Pennsylvania to Directors and Trustees of Pennsylvania non-profit corporations acting as a Board.

E. The Board shall hold regular meetings at least six times per year at such times and places as it shall designate from time to time. Special meetings of the Board may be called by the Chairperson at such times as the Chairperson deems necessary. Written or personal notice of every meeting shall be given to each Trustee at least five days prior to the meeting. Except for its executive sessions, the Board may advertise its meetings as open to the public. The Board shall hold one of its regular meetings one week prior to the Annual Meeting to choose officers.

F. A quorum for the transaction of business shall be a simple majority of the voting Trustees in office. Trustees may participate in a Board meeting by speaker phone or by conference telephone call. The decisions of a majority of

trustees present and eligible to vote at a Board meeting shall be the decisions of the Board of Trustees. Any action that may be taken at a Board meeting may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by at least a majority of all Trustees eligible to vote.

G. Trustees are expected to serve as officers of CECTAC and/or as members of at least one committee. Any Trustee who misses two consecutive regular meetings of the Board, except when excused by a vote of the Board, may be removed from office and replaced by a person the Board appoints to serve the remainder of the term. In the event a Trustee resigns, the Board shall appoint a qualified replacement to serve the remainder of the term. If an elected board position becomes vacant, the board may appoint a new member by a two-thirds majority of the members present to complete the unexpired term, with confirmation by the membership at the next annual meeting

H. The Board of Trustees shall have general power to control and manage the affairs and property of CECTAC, including full power to define policies and adopt rules and regulations governing use of cable access channels in the City of Erie, and full authority with respect to distribution and payment of the moneys received by CECTAC. The Board may appoint standing committees as needed, and it may contract for services and hire staff as appropriate to conduct the activities of CECTAC. The scope and functions of committees shall be approved by the Board; each committee shall include at least two Trustees and shall report back to the Board on matters within its jurisdiction. The board may delegate such powers as it deems desirable to any officer or to an Executive Committee.

J. Trustees shall not be precluded from being access users, subject to the rules applicable to all access users, and they shall not be precluded from serving CECTAC in any capacity other than as a staff member, provided that a full disclosure of the nature of such service and the compensation therefore, if any, is filed with the Secretary.

K. The Executive Director of CECTAC shall be an ex-officio, non-voting member of the Board; the general manager of Erie Cablevision, the cable TV franchise compliance officer of the City of Erie, and the chairperson of the Community Advisory Committee shall be ex-officio, voting members of the Board.

IX. Officers

A. The officers of CECTAC shall be chosen by the Board of Trustees from its members, and shall include Chairperson, Vice-Chairperson, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by one person, if the Board so decides. Officers shall serve a term of one year or until a successor is elected and installed in office, and they shall have such authority and shall perform such duties as are provided herein and as shall from time to

time be prescribed by the Board. The Chairperson and Vice-Chairperson shall not serve more than three terms in succession in the same office. The Board may secure the fidelity of any or all officers by bond or otherwise.

B. The Chairperson shall preside at all meetings of CECTAC and chair the board of Trustees and the Executive Committee. The Chairperson shall be chief executive officer, exercising general supervision over the work and activities of CECTAC, seeing that all decisions of the Board are carried into effect, and having such other duties and general powers as usually pertain to the office of President; subject, however, to the right of the Trustees to delegate to any other officer of CECTAC any specific delegatable duties and powers. The Chairperson shall execute all documents requiring a seal, under the seal of the corporation. He or she shall be ex-officio a voting member of all committees.

C. In the absence or incapacity of the Chairperson, the Vice-Chairperson shall perform the duties of, and have the same authority as the Chairperson. The Vice-Chairperson shall also perform such other duties as usually pertain to the office of Vice-President or as instructed by the Board.

D. The Secretary shall attend all meetings of the Board of Trustees and the Executive Committee and the annual Membership Meeting of CECTAC, and keep a permanent record of all votes and other transactions occurring at such meetings. He or she shall give, or cause to be given, advance notice of such meetings and shall also perform such other duties as usually pertain to the office of Secretary or as instructed by the Board. In addition, the Secretary shall keep in safe custody the corporate seal of CECTAC and, when authorized by the Board, affix the same to any instrument requiring it.

E. The Treasurer shall have custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to CECTAC, and shall keep the moneys of the corporation in a separate account to the credit of CECTAC. He or she shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board, at its regular meetings, an accounting of all transactions and of the financial condition of CECTAC. Periodic financial statements shall be submitted to the Board of Trustees and members. Books and accounts of the Treasurer shall at all times be open to the inspection of any member of CECTAC and of any authorized auditor. The Treasurer shall also perform such other duties as usually pertain to the office of Treasurer or as instructed by the Board.

F. The Board of Trustees may, by a two-thirds vote, remove any officer or agent whenever in its reasonable judgment the best interests of CECTAC will be served thereby. If the office of any officer becomes vacant for any reason, the Board may choose a successor who shall hold

office for the unexpired term of the person being replaced.

X. Membership Meetings

A. A Membership Meeting of CECTAC shall be held during September or October at such time and place as designated by the Board of Trustees. At such meeting, the members shall elect a Trustee from the active members of CECTAC, and they may transact such business as may be done in accordance with law, the Articles of Incorporation of CECTAC, and these Bylaws.

B. The Board of Trustees shall establish a democratic procedure for nominating CECTAC members as candidates for election to the Board at the annual Membership Meeting, guided by the four considerations summarized in Article VIII-B above.

C. Members shall be notified of each Membership Meeting at least ten days prior to its scheduled date. The meeting notice may be given by either (1) written or personal notice to each active member, or (2) posting and publication. A quorum for the transaction of business shall be ten active members.

D. At Board and Membership meetings of CECTAC, the rules contained in the latest edition of Robert's Rules of Order, Newly Revised shall govern all matters of procedure not specifically covered herein.

XI. Books and Records

CECTAC shall keep: a record of the proceedings of the Board of Trustees; a copy of these Bylaws, including all amendments thereto, certified by the Secretary; a Board register, including the name, home and work addresses, and term of each Trustee; and a register of all active members of CECTAC. CECTAC shall also keep appropriate, complete and accurate books or records of account which shall be reviewed annually. The records provided for herein shall be kept at the registered office of CECTAC.

XII. Fiscal Year and Annual Report

A. The fiscal year of CECTAC shall commence on January 1 and end on the following December 31.

B. The Board of Trustees shall cause a report of the activities of CECTAC to be prepared annually and sent to members of Council and the office of the Mayor of the City of Erie, and to such other persons as the Board shall determine.

XIII. Indemnification of Trustees

A. CECTAC shall, to the extent legally permissible, indemnify each of its Trustees and Officers against all liabilities and expenses including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal,

in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Trustee or Officer, except with respect to any matter as to which he or she shall have been adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interest of CECTAC. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which corporate personnel may be entitled by contract or otherwise under law.

B. A Trustee shall not be personally liable, as such, for monetary damages for any action taken, or failure to take any action, unless the Trustee has breached or failed to perform the duties of his or her office under 8332.2 of the Directors' Liability Act 1986P.L. 183 (relating to standard of care) and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provision of this paragraph shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute, or the liability of a Trustee for the payment of taxes pursuant to local, State or Federal law.

C. The Board of Trustees may authorize purchase and maintenance of insurance on behalf of any agent (including Trustees, Officers, and Employees) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

XIV. Adoption and Amendments

A. These Bylaws became effective upon adoption by the initial Board of Trustees on December 14, 1996.

B. The Board of Trustees may alter, amend, suspend, or repeal these Bylaws by a two-thirds majority vote of Trustees present at any regular or special meeting called for that purpose, except as restricted by the Pennsylvania Non-Profit Corporation Law of 1972, as amended. The substance of the proposed change shall be stated in the advance notice of such meeting.

Revised March 3, 1997 (Art. VIII, Sec. K: Cablevision manager and the City franchise compliance officer changed from non-voting to voting members of the board)

Revised Sept. 10, 1997 (Art. VIII: Sec. A, maximum number of Trustees increased from 12 to 15 + Sec. K, Chairperson of Community Advisory Committee added as ex-officio, voting member of Board)

Revised February 10, 2000 (Art. VIII: Sec. G, to allow the Board to appoint a member to an elected position, with confirmation by the membership at the next annual meeting)

Revised September 24, 2001 (Art. VIII: Sec. A, to bring qualifications for Trustees into agreement with

qualifications for membership in CECTAC. All Trustees shall be domiciled in the City of Erie or be members or employees of organizations based in or affiliated with the City.)

Revised April 8, 2002 to remove all references to Northwest Pennsylvania Technical Institute and allow Annual Meeting at any time in September or October, with Board of Trustees electing new offices one week prior.

Revised August 18, 2003 to establish a maximum board of twelve individuals and to remove all references to the defunct Community Advisory Board.

Revised August 10, 2005 to allow all members, whether individual or organizational, to have one vote on all matters that come before the membership. Further, only one of the three elected board representatives can be from any one organization at any time.

Revised August 14, 2013 to officially add our long-standing Nondiscrimination Policy to Section II(D).