

AMENDED AND RESTATED BYLAWS
January 7, 2014

ARTICLE I

NAME AND PRINCIPAL OFFICE

Section 1.1.

The name of the corporation shall be the Philadelphia Public Access Corporation, hereinafter referred to as “PhillyCAM.”

Section 1.2.

The principal place of business of PhillyCAM shall be determined by PhillyCAM’s Board of Directors (Board).

ARTICLE II

PURPOSES AND RESPONSIBILITIES OF PHILLYCAM

Section 2.1.

The principal purposes of PhillyCAM are to promote and encourage use of public access channels, to facilitate development of non-discriminatory public access for all citizens of Philadelphia, and to assist in the development of public access programming opportunities, including more particularly:

- (a) to develop, promote and manage community use of public access channels on the cable communications systems now established and from time to time hereafter established in the City of Philadelphia;
- (b) to develop and manage public access programming, including establishing rules, policies and procedures for such programming;
- (c) to provide individuals and organizations with the resources and support, including training, equipment, and production facilities and other resources, that are necessary to produce and distribute non-commercial public access programming over public access cable channels and by other appropriate technological means, such as but not limited to distribution over the Internet; and
- (d) to develop funding resources and to administer the funds available to PhillyCAM in order to develop and promote public access programming.

Section 2.2.

PhillyCAM has primary responsibility for the allocation of channel space on the subscriber public access channels, and of public access programming facilities for noncommercial use. PhillyCAM shall establish and revise as necessary basic public access rules and procedures to ensure equal public access opportunities for all Philadelphia citizens. PhillyCAM shall conduct ongoing outreach activities to ensure understanding and to promote the use of public access opportunities. PhillyCAM shall foster a cooperative working relationship between franchised cable operators and public access users and shall monitor the provision by franchisees of public access channels, facilities and services, including those related to training and staffing, and shall make recommendations for improvement of public access opportunities.

ARTICLE III

MEMBERS

Section 3.1. General Membership.

(a) Any individual or organization interested in the purposes of PhillyCAM may become a member upon payment of annual dues in one of the following categories which constitute the types of membership:

(1) Individual Membership
(2) Organization Membership
(3) Non-voting Membership -- The Board may set policy to define the class of Non-Voting Members. Non-Voting Members may include, but need not be limited to, members located outside the Greater Philadelphia area; for-profit businesses; and others as defined by Board policy from time to time.

(b) Annual dues for each type of membership shall be established by the Board of Directors, recognizing that the annual dues for individual and non-voting memberships should be such as to encourage participation by the public. The Board shall have the authority to waive dues as it deems appropriate.

(c) The membership year for every type of membership shall be for 365 days from the date of joining or from January 1 through December 31, as determined by the board from time to time.

(d) Membership can be terminated or suspended if the rules of PhillyCAM are violated, as determined by the Board. Such members can have their membership reinstated, at the board's discretion.

Section 3.2. Voting at meetings of the members.

- (a) Each individual member shall be entitled to one (1) vote, providing they are a member in good standing. Each organization member shall be entitled to two (2) votes, which shall be cast by delegates. No individual member or organization's member delegate shall be entitled to vote at any meeting unless the individual member or the organization member the delegate represents has paid annual dues for the then current membership year.
- (b) Each organization member shall file a list of delegates for each membership year with the Secretary of PhillyCAM at least ten (10) days prior to the annual meeting of the members provided in Section 3.4(a); otherwise, such organization shall not be entitled to vote at the annual meeting, or any subsequent meeting of the members, until such list has been filed at least ten (10) days prior to a properly called meeting of the members. A delegate list once filed by an organization for a particular membership year shall remain effective for future meetings of the members during that membership year unless revoked by the organization by the filing of a new delegate list with the Secretary at least ten (10) days prior to any future meeting. An organization member may permit both its votes to be cast by one (1) delegate.
- (c) An individual member may also be a delegate of an organization member, but no individual member shall be a delegate for more than one (1) organization. At any meeting where members may vote, an individual member may cast his or her own individual vote, as well as a vote as a delegate.
- (d) A properly designated delegate may be elected to the Board of Directors. However, such an election shall not confer any additional rights, privileges or advantages not set forth in these bylaws upon that person or upon the organization for which he or she acts as a delegate.
- (e) All members of PhillyCAM eligible to vote, both as organizational delegates and as individuals, shall be allowed to vote in person, via mail-in ballot or via online procedures (including, without limitation, electronic mail) established by PhillyCAM's Board of Directors. Ballots will be provided by PhillyCAM in the notice scheduling any voting meeting (i.e. any meeting in which a vote of the members is to be taken). The notice and ballot may be delivered in any of the foregoing manners, and will be available at the PhillyCAM headquarters, no later than fifteen (15) days before such meeting. For ballots to be counted, PhillyCAM must receive them on or before the day of the voting meeting. PhillyCAM will ensure the safekeeping of the ballots until they can be presented to the Board of Directors during the meeting. The Board shall establish and maintain a Policy concerning all processes and procedures for voting.

Section 3.3. Quorum.

- (a) A meeting of the members of PhillyCAM duly called shall not be organized for the transaction of business unless a quorum is present.
- (1) A quorum shall be constituted by the presence at the meeting (in person or by such online procedures as the Board of Directors as may establish under Section 3.2(e), and by delegate in the case of an organization member) of: one half of all members entitled to vote pursuant to Section 3.2 (“Voting Member(s)”) if the total membership of PhillyCAM numbers less than fifty (50), or twenty-five (25) percent of all Voting Members if the total membership of PhillyCAM numbers fifty (50) to one hundred and twenty-five (125), or fifteen (15) percent of all Voting Members if the total membership of PhillyCAM exceeds two hundred (200).
- (2) The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.
- (3) If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in Section 3.4(c) of these bylaws, adjourn the meeting to such time and place as they may determine.
- (b) Notwithstanding any contrary provision in the bylaws:
- (1) In the case of any meeting called for the election of Directors at which a quorum does not attend and which is adjourned and rescheduled pursuant to Section 3.3(a)(3), those who attend the rescheduled meeting, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of election of Directors.
- (2) In the case of any meeting called for any other purpose at which a quorum does not attend and which is adjourned and rescheduled pursuant to Section 3.3(a)(3), those who attend the rescheduled meeting, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of the rescheduled meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member entitled to vote at the rescheduled meeting at least ten (10) days prior to the day named for the rescheduled meeting.

Section 3.4. Meetings.

- (a) The members of PhillyCAM shall meet at least annually. The Directors of PhillyCAM, except those appointed pursuant to Section 4.1 (a)(1)-(2), shall be elected at each annual meeting. The annual meeting of the members shall take place in the month of March. The date and location of the annual meeting shall be determined by the Board of Directors and announced to the members at least thirty (30) days prior to the meeting.
- (b) Failure to hold the annual meeting of the members shall not result in the dissolution of PhillyCAM and the Directors shall all remain in office (absent resignation or removal in accordance with these Bylaws). If the annual meeting shall not be held within three (3) months after the designated time, any Director may call, or ten percent (10%) or more of the Voting Members, may by written petition request the Chairperson(s) of the Board of Directors to call the annual meeting at any time thereafter. If the annual meeting shall not be held within six (6) months after the designated time, any Voting Member may call the annual meeting at any time thereafter.
- (c) Special meetings of the members may be called by the Chairperson(s), the Board of Directors, or by at least ten percent (10%) of the Voting Members. At any time, upon written request to the Secretary for a special meeting in accordance with this Section, it shall be the duty of the Secretary to fix the time of the special meeting, which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so.
- (d) Adjournments of any regular or special meeting may be taken, but any meeting at which Directors are to be elected shall be adjourned only from day to day, or for such longer periods not to exceed fifteen (15) days each, as the members present entitled to cast at least a majority of the votes which all members present and voting are entitled to cast shall direct, until such Directors have been elected.
- (e) Notice of regular meetings shall be given to members at least ten (10) days prior to the date of the meeting. Notice of special meetings shall be given at least five (5) days prior to the date of the special meeting.
- (f) The acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the members of PhillyCAM.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1. The general powers of PhillyCAM shall be vested in a Board of Directors, which Board shall have general supervision and management of the affairs of PhillyCAM and shall perform such duties as are prescribed by law and these Bylaws.

Section 4.2. Composition.

(a) The Board of Directors shall consist of nineteen (19) persons, as set forth below, subject to such change in number as may be determined by the Board of Directors:

- (1) The President of the Philadelphia City Council (“Council President”) and the Chief Innovation Officer of the City of Philadelphia (“CIO”), or their designees as provided in Section 4.3, shall be Directors.
- (2) One (1) Director shall be appointed by the Board of Trustees of the Free Library of Philadelphia and one (1) Director shall be appointed by the Philadelphia School Reform Commission (or in the event of its dissolution, the Board of Education of the School District of Philadelphia).
- (3) One (1) Director shall be elected from the candidates nominated by a media justice and/or community media organizations, as provided in Section 4.4.
- (4) Four (4) Directors shall be elected from Voting Members as provided in Section 4.5.
- (5) Two (2) Directors shall be elected from candidates who are certified content producers of PhillyCAM as provided in Section 4.6.
- (6) Eight (8) Directors shall be elected from non-profit organizations headquartered in the City of Philadelphia as provided in Section 4.7.

Section 4.3. Qualifications of Directors.

- (a) No Director, with the exception of the Council President and the CIO (or their designees) shall serve more than three (3) successive terms in office.
- (b) The Council President and the CIO may designate persons to represent them on the Board of Directors, who shall have the right to exercise all the powers, including the right to vote, and to perform all the duties vested in and imposed upon that Director by virtue of membership on the Board.

- (c) Each Director must be a resident of the City of Philadelphia, and with the exception of the Council President and the CIO (or their designees), must be an Individual Member of PhillyCAM in good standing.

Section 4.4. Nominations by media justice and community media organizations.

- (a) In recognition of the work led by the Philadelphia Community Access Coalition in the creation of public access in Philadelphia, media justice and community media organizations with a documented history of advancing media justice, media reform or communications rights, shall have the right to nominate one (1) candidate for Director. Nominations of candidates for Director shall be sought from the following Philadelphia-based organizations:

Media Mobilizing Project, People's Emergency Center, Philadelphia Association of Black Journalists, Philadelphia Fight, Prometheus Radio Project, Scribe Video Center, WPEB 88.1 FM.

Each organization may nominate no more than one candidate. The organization shall make its nomination by submitting to the Election Committee provided in Section 7.4, at least forty-five (45) days prior to the annual meeting of the members of PhillyCAM, a nominating petition signed by the candidate and by an officer of the nominating organization. Upon determination by the Election Committee that the candidate meets the requirements of this Section 4.4, the Election Committee shall place the candidate on the ballot. The Board of Directors may, from time to time by majority vote, amend the above list to include additional organizations entitled to nominate, or to remove an organization previously listed.

Section 4.5. Nominations of Individual Members.

- (a) Each candidate for Director pursuant to this Section 4.5 must be an individual member who is a Voting Member of PhillyCAM, in good standing, and a resident of the City of Philadelphia.
- (b) Each candidate shall forward to the Election Committee provided in Section 7.4 at least forty-five (45) days prior to the annual meeting of the members of PhillyCAM, a nominating petition signed by the candidate and at least twenty (20) Voting Members (or if there are fewer than 250 Voting Members at the time of submission, ten percent (10%) of the Voting Members. Upon determination by the Election Committee that the candidate meets the requirements of this Section 4.5, the Election Committee shall place the candidate on the ballot.

Section 4.6 Nominations of Certified Content Producers for PhillyCAM

- (a) Voting Members who have completed one of the production classes offered by PhillyCAM shall be “Certified Content Producers” for purposes of these Bylaws.
- (b) Each candidate for Director pursuant to this Section 4.6 shall forward to the Election Committee, as established in Section 7.4 at least forty-five (45) days prior to the annual meeting of the members of PhillyCAM, a nomination petition signed by the candidate and at least twenty (20) Voting Members (or if there are fewer than 250 Voting Members at the time of submission, ten percent (10%) of the voting Members. Upon determination by the Election Committee that the candidate meets the requirements of this Section 4.5, the Election Committee shall place the candidate on the ballot.

Section 4.7 Nominations by non-profit organizations head-quartered within the City of Philadelphia.

- (a) Nominations of candidates for Director may be sought from and be made by the following nonprofit corporations and organizations.

The African American Museum in Philadelphia, The Academy of Natural Sciences, Asian Arts Initiative, Asociacion de Musicos Latino Americanos (AMLA), Bread and Roses Community Fund, Cheyney University of Pennsylvania, Clean Air Council, Coalition of Labor Union Women, Community Education Center, Community Legal Services of Philadelphia, Community College of Philadelphia, Congreso de Latinos Unidos, Drexel University, The Franklin Institute, Freedom Theater, LaSalle University, Liberty Resources, Lincoln University, Mazzone Center, Moore College of Art and Design, New Sanctuary Movement, Painted Bride Art Center, Pennsylvania Academy of the Fine Arts, PennPIRG, The Pew Charitable Trusts, Philadelphia Citizens for Children and Youth, Philadelphia Folklore Project, The Philadelphia Foundation, Philadelphia Housing Authority, Philadelphia Museum of Art, Philadelphia NAACP, National Organization for Women (Phila Chapter), Philadelphia Independent Film and Video Association, Philadelphia Area Project on Occupational Safety and Health (PhilaPOSH), Philadelphia Urban Affairs Coalition, Samuel S. Fels Fund, Saint Joseph’s University, Southeast Asian Mutual Assistance Associations Coalition (SEAMAAC), Taller Puertorriqueno, Temple University, United Way of Southeastern Pennsylvania, The University of the Arts, University of Pennsylvania, the Village of Arts and Humanities, William Way Community Center, William Penn Foundation, Women’s Way and X-Offenders for Community Empowerment.

- (b) The Board of Directors may, from time to time by majority vote, amend the above list to include additional non-profit corporations and organizations and to remove entities previously listed.
- (c) Organization members of PhillyCAM that are non-profit corporations or organizations may nominate candidates for Directors pursuant to this Section 4.7.
- (d) Each organization may nominate no more than one candidate. The organization shall make its nomination by submitting to the Election Committee provided in Section 7.4, at least forty-five (45) days prior to the annual meeting of the members of PhillyCAM, a nominating petition signed by the candidate and by an officer of the nominating organization. Upon determination by the Election Committee that the candidate meets the requirements of this Section 4.7, the Election Committee shall place the candidate on the ballot.

Section 4.8. Nominations and Elections of Directors

- (a) At least fifteen (15) days prior to the annual meeting of the members, the Election Committee shall forward to the Secretary a list of candidates for Director, determined by the Committee in accordance with this Article IV.
- (b) Directors shall be elected at each annual meeting of the members of PhillyCAM.

Section 4.9. Resignation and Removal.

- (a) A Director, with the exception of the Council President and the CIO , may resign at any time by sending written notice to the Chairperson or the Secretary. Such resignation shall take effect as of the later of the date of receipt of such notice or at the date specified therein.
- (b) With the exception of the President of the Council President and the CIO, a Director may be removed for fraudulent or dishonest acts, gross abuse of authority or discretion with reference to PhillyCAM, failure to attend three (3) consecutive meetings without explanation or for any other proper cause by the affirmative vote of two thirds (2/3) of the Directors then in office.
- (c) Subject to applicable law, appointed Directors shall serve at the pleasure of their respective appointing authorities.

Section 4.10. Vacancies.

- (a) Any vacancy occurring in the initial Board of Directors of an elected Director shall be filled by the affirmative vote of a majority of the remaining Directors. Any vacancy occurring in the Board of Directors of an appointed Director shall be filled by appointment by

the appropriate official or group. A Director chosen to fill a non-appointed position shall serve for the balance of the unexpired term of their predecessor in office.

Section 4.11. Meetings.

- (a) An annual meeting of the Board of Directors shall be held within thirty (30) days after the annual meeting of the members of the Corporation. The Chairperson shall determine the date and location within the City of Philadelphia of the annual meeting of the Board.
- (b) In addition to the annual meeting, the Board of Directors shall hold at least one (1) regular meeting during each year, and may hold additional meetings as the Board determines appropriate, as provided in subparagraph (c), The Board of Directors may provide by resolution the time and location in the City of Philadelphia for the holding of such meetings of the Board.
- (c) Special meetings of the Board of Directors may be called at any time by the Chairperson or at the request, in writing to the Secretary, of at least twenty-five percent (25%) of the Directors then in office.

Section 4.12. Notice of Meetings.

- (a) Written notice of the annual meeting of the Board of Directors shall be given to each Director at least twenty (20) days before the day named for the meeting.
- (b) Written notice of regular meetings and special meetings shall be given to each Director at least ten (10) days before the day named for the meeting.

Section 4.13. Quorum.

- (a) At all meetings of the Board of Directors, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.
- (b) One or more Directors may participate in a meeting of the Board by means of conference telephone, web conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- (c) Voting by proxy shall be permitted, upon terms and conditions established by the Board.

Section 4.14. Compensation.

No member of the Board of Directors shall receive compensation for services rendered to PhillyCAM as a Director.

Section 4.15. Disqualification.

- (a) No Director, other than the Council President, shall be an elected public official or an announced candidate for public office.
- (b) No member of PhillyCAM who publicly declares their candidacy for election to public office may become a candidate for or be elected as a Director.
- (c) In the event that a Director, other than the Council President, declares their candidacy for election to public office, the resignation of the said Director shall be deemed automatic.

ARTICLE V

OFFICERS

Section 5.1. Description of Officers.

The Officers of PhillyCAM shall consist of one or more Chairpersons, who shall also be designated and function as President of the corporation, one or more Vice-Chairpersons (the number of which shall be determined by the Board of Directors), a Secretary and a Treasurer. The Board of Directors may elect or appoint such other Officers as it determines are appropriate. Each Officer shall be chosen from among the Directors, and their term in office shall not extend beyond their term as Director, with the exception of continued service until the Board of Directors meeting at which new officers are elected.

Section 5.2. Election.

Officers shall be elected annually by the affirmative vote of a majority of the Directors at the first meeting of the Board following the annual meeting of the members. Subject to the provisions of Section 5.1 of these bylaws, each Officer shall hold office for a one-year term or until his or her successor has been duly elected and qualified.

Section 5.3. Resignation, Removal and Vacancies.

- (a) Any Officer may resign at any time by sending written notice to the Chairperson(s) or Secretary. Resignation shall take effect upon the date of receipt of such notice or at any time specified therein.

- (b) Any Officer may be relieved of his or her duties as an Officer at any time by the affirmative vote of two thirds (2/3) of the Directors then in office.
- (c) A vacancy occurring in any office for any reason may be filled by the affirmative vote of a majority of the Directors present at any meeting of the Board. An Officer elected to fill a vacancy shall serve the balance of the unexpired term of his or her predecessor in office.

Section 5.4. Chairperson(s).

The Chairperson(s) shall have general supervision, on behalf of the Board of Directors, over the management of PhillyCAM's business and affairs. They shall preside at all meetings of the members and of the Board of Directors; and in general, they shall perform all duties incident to the Office of the Chairperson and such other duties as may be properly prescribed by the Board of Directors from time to time.

Section 5.5. Vice-Chairperson(s).

In the absence of the Chairperson(s) or in the event of their inability or refusal to act, a Vice-Chairperson shall perform the duties of the Chairperson and when so acting, shall have all the powers of and be subject to all the restrictions on the Chairperson. Any Vice-Chairperson(s) shall perform such other duties as from time to time may be assigned by the Chairperson(s) or by the Board of Directors.

Section 5.6. Secretary.

The Secretary shall keep or cause to be kept the minutes of the meetings of the members and the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the address of each member which shall be furnished to the Secretary by such members; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson(s) or by the Board of Directors.

Section 5.7. Treasurer.

The Treasurer shall be responsible for all funds and securities of PhillyCAM; shall cause receipts to be given for all moneys payable to the PhillyCAM and received from any source whatsoever; shall cause all such moneys in the name of the PhillyCAM to be deposited in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and, in general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the Chairperson(s) or by the Board of Directors.

Section 5.8. Fiduciary Relationship.

Officers and Directors shall be deemed to stand in a fiduciary relationship to PhillyCAM, and shall discharge the duties of their respective positions in good faith and with that diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances.

ARTICLE VI

EXECUTIVE DIRECTOR AND STAFF

Section 6.1. Powers and Duties.

The Board of Directors shall authorize such staff positions as may be necessary for the conduct of business of the PhillyCAM. The Board of Directors shall appoint an Executive Director who shall hold office at the pleasure of the said Board. The duties of the Executive Director shall be:

- (a) to manage the routine operations of the Corporation;
- (b) to carry out the policies and programs established by the Board of Directors;
- (c) to serve as staff of the Board and to all committees of the Board;
- (d) to employ, direct, supervise and terminate services of other members of the staff;
- (e) to prepare a proposed annual budget for each new fiscal year at least ninety (90) days before the expiration of the then current fiscal year; and
- (f) to perform such other duties as from time to time may be assigned by the Chairperson(s) or by the Board of Directors.

Section 6.2. Compensation.

The Board of Directors shall fix the rate of compensation for the Executive Director.

ARTICLE VII

COMMITTEES AND OTHER BODIES

Section 7.1. Standing Committees.

The Standing Committees of the Board of Directors shall be as follows:

- (a) Executive Committee
- (b) Finance and Budget Committee
- (c) Election Committee

Unless otherwise provided, the Board shall appoint the Chairperson of each Standing Committee, who shall be a Director.

Section 7.2. Executive Committee.

- (a) The Executive Committee shall be composed of no more than seven (7) persons, who shall be appointed by the Board of Directors from among the Directors and Officers of PhillyCAM. The Chairperson(s) of the Executive Committee shall be chosen by the Board of Directors, and they shall call and schedule all meetings of the Committee.
- (b) The Executive Committee shall have general supervision over and management of the affairs of PhillyCAM between the meetings of the Board of Directors, provided that the Executive Committee shall only act on such matters which are essential to the continued operation of PhillyCAM. All other matters shall be referred to the Board of Directors. The Executive Committee shall also perform such other duties as directed by the Board of Directors.
- (c) The Executive Committee shall present a report of actions it has taken pursuant to Section 7.2(b) of these bylaws to the Board of Directors at each meeting of the Board.

Section 7.3 Finance and Budget Committee.

- (a) The Board of Directors shall appoint the Treasurer, four (4) other Directors, and such other voting members of PhillyCAM as it deems appropriate, to serve on the Committee. The Treasurer shall be the Chairperson of the Finance and Budget Committee. The Chairperson of the Committee may appoint voting members of PhillyCAM to serve on the Committee or any of its subcommittees.

- (b) The Committee shall review, at least sixty (60) days before the end of PhillyCAM's fiscal year and at least fifteen (15) days before the last Board meeting of the fiscal year, the budget prepared by the Executive Director and the Treasurer. The Committee shall then immediately forward the budget (as amended, if at all, by the Committee) to the Chairperson of PhillyCAM for consideration at the next meeting of the Board.
- (c) The Committee shall develop fundraising recommendations for PhillyCAM and, with the approval of the Board, shall carry out fundraising projects.
- (d) The Committee shall develop criteria and procedures for Board approval for funding projects and programs. The Committee shall review all requests for funding and make recommendations to the Board.
- (e) The Committee shall perform other duties as directed by the Chairperson(s) of PhillyCAM.

Section 7.4 Election Committee.

- (a) The Board of Directors shall each year appoint at least three Directors, and such other members of PhillyCAM as it deems appropriate, to serve on the Election Committee. Directors running for re-election to the Board shall not be permitted to serve as Chair of the Election Committee, and shall not be permitted to fulfill any role or perform any function on the Election Committee that, in the determination of the Board, would give them any advantage over other candidates. Any materials developed by the Election Committee shall be presented to the Board of Directors for review prior to distribution. The Board shall ensure that all candidates it receives are treated equally in such materials.
- (b) The Election Committee shall review the nominations of candidates for Director, and upon (but only upon) determining that a candidate meets the applicable requirements set forth in Article IV, place the candidate on the ballot, prepare and distribute ballots, make recommendations to the Board of Directors relating to nomination and election procedures and perform such other duties as directed by the Chairperson(s) of PhillyCAM.

Section 7.5. Other Committees.

The Board of Directors may establish additional committees to deal with such matters as delegated by the Chairperson(s). Except as otherwise set forth in these bylaws, all committees shall consist of at least two (2) Directors and other members of PhillyCAM as may be designated by the Board. Ad hoc committees will be appointed by the Board as needed, to address issues such as franchise review and other developments that will arise and impact PhillyCAM but that do not require standing committees. The Board of Directors of PhillyCAM shall appoint the

Chairperson and other members of such ad hoc committees. The Board may not delegate to any committee any power or authority that cannot be delegated under the Pennsylvania Nonprofit Corporation Law, 15 P.S.C. § ___ et seq.

Section 7.6 Quorum.

Unless otherwise provided, a majority of a whole Committee shall constitute a quorum, and the acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the Committee.

Section 7.7. Effect on Responsibility to Board.

The establishment of any Committee of the Board of Directors and the delegation thereto of power and authority shall not alone relieve any Director of their duty to PhillyCAM under Section 5.8 of these bylaws.

Section 7.8. Creation of Other Bodies

The Board of Directors may create and appoint persons to a commission, advisory body or other such body which may or may not have Directors as members. Any such commission, advisory body or other body may not act on behalf of PhillyCAM or bind PhillyCAM to any action but may take recommendations to the Board of Directors or to the Officers of PhillyCAM

ARTICLE VIII

PRESUMPTION OF ASSENT

Section 8.1. Assent

A Director present at a meeting of the Board of Directors at which action on any Corporation matter is taken will be conclusively presumed to have assented to the action taken unless:

- (a) their dissent was entered in the minutes of the meeting,
- (b) they filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment, or
- (c) they forwarded such dissent by registered or certified mail to the Secretary of PhillyCAM immediately after the meeting adjourned. This right to dissent will not apply to a Director who voted in favor of an action.

ARTICLE IX

INDEMNIFICATION

Section 9.1. Indemnification in Actions Other Than By or in the Right of PhillyCAM

PhillyCAM shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of PhillyCAM) by reason of the fact that he or she is or was a Director, Officer, employee or agent of PhillyCAM, or who is or was serving at the request of PhillyCAM as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of PhillyCAM, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of PhillyCAM or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 9.2. Indemnification in Actions By or in the Right of PhillyCAM

PhillyCAM shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of PhillyCAM to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee or agent of PhillyCAM, or is or was serving at the request of PhillyCAM as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of PhillyCAM, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to PhillyCAM unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 9.3. Right to Payment of Expenses

To the extent that a present or former Director, Officer, employee or agent of PhillyCAM has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding

referred to in Sections 1 or 2 of this Article IX in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

Section 9.4. Determination of Conduct

Any indemnification under Sections 1 and 2 of this Article IX (unless ordered by a court) shall be made by PhillyCAM only as authorized in the specific case, upon a determination that indemnification of the present or former Director, Officer, employee or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth in Section 1 or 2 of this Article IX. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 9.5. Payment of Expenses in Advance

Expenses (including attorney's fees) incurred by a Director, Officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by PhillyCAM in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that such Director, Officer, employee or agent is entitled to be indemnified as authorized in this Article IX.

Section 9.6. Indemnification not Exclusive

The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of members or disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 9.7. Insurance

PhillyCAM may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of PhillyCAM, or who is or was serving at the request of PhillyCAM as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of their status as such, whether or not PhillyCAM would have the power to indemnify such person against such liability under the provisions of this Article IX.

Section 9.8. References To Corporation

For purposes of this Article IX, references to PhillyCAM shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article IX with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 9.9. Other References

For purposes of this Article IX, references to other enterprises shall include employee benefit plans; references to fines shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to Serving at the request of PhillyCAM shall include any service as a Director, Officer, employee, or agent of PhillyCAM that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner not opposed to the best interests of PhillyCAM, as referred to in this Article IX.

ARTICLE X

BOOKS AND RECORDS

Section 10.1. Corporate Records

PhillyCAM shall keep at its registered office or at its principal place of business the original copy of its bylaws, including all amendments and alterations thereto to date, records of the minutes of the proceedings of the Board of Directors and committees, and complete and accurate books or records of account.

Section 10.2. Right of Inspection

The books and records of account and records of the proceedings of the Board of Directors may be examined by any Director or member in person or by such person's agent or attorney for any proper purpose, and copies or extracts therefrom may be made at the expense of the person requesting such copies or extracts, at any mutually agreed upon time.

ARTICLE XI

CONFLICT OF INTEREST

Section 11.1. Disclosure

No member, Director, Officer, employee or agent of PhillyCAM shall have or shall acquire any interest, direct or indirect, in any contract or transaction, or proposed contract or transaction, under consideration without forthwith making written disclosure of the nature and extent of such interest to the Board of Directors. No Director who has such an interest shall vote on any matter relating to such interest.

Section 11.2. Effect on Transactions.

No contract or transaction between PhillyCAM and one or more of its members, directors, officers, employees or agents or between PhillyCAM and any other corporation, partnership, association, or other organization in which one or more of PhillyCAM's members, directors, officers, employees or agents, or have an interest, direct or indirect, shall be void solely for such reason, or solely because the member, director, officer, employee or agent is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, if the material facts as to the relationship or interest and as to the contract or transaction are disclosed to the Board of Directors and the Board in good faith authorized the contract or transaction by the affirmative vote of a majority of the disinterested directors even though the disinterested directors are less than a quorum.

Section 11.3. Quorum.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in Section 11.2 of these bylaws.

ARTICLE XII

MISCELLANEOUS

Section 12.1. Dividends.

PhillyCAM shall not pay dividends or distribute any part of its income or profits to its members, directors or officers.

Section 12.2. Fiscal Year.

The fiscal year of PhillyCAM shall begin on the first day of July and end on the last day of June in each year.

Section 12.3. Annual Report of Directors.

- (a) The Board of Directors shall present annually to the members, the Mayor, the CIO and the Council President a report, verified by the Chairperson and Treasurer. The Annual Report shall include all items required by PhillyCAM Non-for-Profit Code.
- (b) The annual report of the Board of Directors shall be filed with the minutes of the meetings of members.

Section 12.4. Corporate Seal.

The Corporate Seal shall have inscribed thereon the words, "Philadelphia Public Access Corporation" and the words "Corporate Seal, Pennsylvania."

- (a) The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of PhillyCAM.
- (b) The Board of Directors shall determine who, if anyone, in addition to the Chairperson(s) and the Treasurer, shall be authorized from time to time on PhillyCAM's behalf to sign checks, drafts or other orders for payment of money, acceptances, notes or other evidences of indebtedness, and who shall be authorized, if anyone, in addition to the Chairperson(s), to enter into contracts or to execute and deliver other documents and instruments.

Section 12.5. Notice.

- (a) Whenever written notice is required to be given to any person under the provisions of these bylaws, it may be given to such person, either personally or by First Class Mail, postage prepaid, by email (or online or by other electronic means), according to procedures established by the Board of Directors, to their

address appearing on the books of PhillyCAM, or, in the case of directors or members of another body, supplied by them to PhillyCAM for the purpose of notice. If the notice is sent by mail or by telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

- (b) Whenever any written notice is required to be given under the provisions of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by this subsection, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted.
- (c) Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 12.6. Non-Discrimination.

PhillyCAM shall not discriminate nor permit discrimination against any person because of race, color, sex, religion, national origin, ability, age, gender expression or sexual orientation.

Section 12.7. Conduct of Meetings.

- (a) *Robert's Rules of Order, Revised*, shall govern the conduct of all meetings of the members of PhillyCAM and of the Board of Directors and its Committees, except where such *Rules* are in conflict with law or these bylaws.
- (b) Notwithstanding the above, each Committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 12.8

- (a) Terms defined in the text of these Bylaws shall have the meanings provided, whether capitalized or not capitalized.

ARTICLE XIII

AMENDMENTS

Section 13.1.

The bylaws may be amended by one of two measures.

- (a) Any and all provisions of these bylaws may be amended, altered or repealed by the affirmative vote of two-thirds (2/3) of the total number of Directors constituting the Board of Directors at two consecutive meetings duly convened after written notice is given to each Director and to each member of PhillyCAM. The said written notice shall be given to each Director and each member at least thirty (30) days prior to the meetings and shall contain the text of the proposed amendment to the bylaws to be voted upon at the meetings.
- (b) Any and all provisions of these bylaws may be amended, altered or repealed by the affirmative vote of two thirds (2/3) of the total number of the members of PhillyCAM at two consecutive meetings duly convened after written notice is given to each member and Director of the Corporation. The said written notice shall be given to each member and each Director at least thirty (30) days prior to the meetings and shall contain the text of the proposed amendment to the bylaws to be voted upon at the meetings.
- (c) The Secretary of PhillyCAM shall duly file all amendments of the bylaws as provided by law.