

# **BYLAWS**

For the regulation, except as otherwise provided by statute,  
or its Articles of Incorporation, of

## **REDWOOD EMPIRE PUBLIC TELEVISION, INC.**

A California Nonprofit Public Benefit Corporation

Herein referred to as

## **KEET-TV**

Approved by the Board of Directors on 10-5-2023

Reference the Non Profit Corporation Codes at [leginfo.ca.gov](http://leginfo.ca.gov)

# **TABLE OF CONTENTS**

		Page
<b><u>ARTICLE I</u></b>	<b>NAME AND OFFICE</b>	
Section 1	Name	4
Section 2	Form	4
Section 3	Principal Office	4
Section 4	Other Offices	
<b><u>ARTICLE II</u></b>	<b>MISSION</b>	
Section 1	Mission	4
<b><u>ARTICLE III</u></b>	<b>MEMBERSHIP</b>	
Section 1	Eligibility	4
Section 2	Voting	4
Section 3	Membership Year	4
Section 4	Termination of Membership	5
<b><u>ARTICLE IV</u></b>	<b>BOARD OF DIRECTORS</b>	
Section 1	Number of Directors	5
Section 2	Term of Office	5
Section 3	Qualifications	5
Section 4	Vacancies	5
Section 5	Powers and Duties	6
Section 6	Voting at Board Meetings	6
Section 7	Meetings of the Board	6
Section 8	Meetings by Conference Telephone, Electronic Video Screen or Electronic Transmission	7
Section 9	Action Without a Meeting	7
Section 10	Adjournment	7
Section 11	Right of Inspection	7
Section 12	Fees and Compensation	8
Section 13	Liability	8
<b><u>ARTICLE V</u></b>	<b>COMMITTEES</b>	
Section 1	Standing Committees	9
Section 2	Other Committees	10
<b><u>ARTICLE VI</u></b>	<b>NOMINATIONS AND ELECTIONS</b>	
Section 1	Governance/Nominating Committee	10
Section 2	Election of Directors	10
Section 3	Election of Officers	10
<b><u>ARTICLE VII</u></b>	<b>OFFICERS</b>	
Section 1	Enumeration, Election, Term of Officers	11

Section 2	Qualifications and Vacancies	11
Section 3	The President	11
Section 4	The Vice President	11
Section 5	The Past President	11
Section 6	The Secretary	11
Section 7	The Treasurer	12
<b>ARTICLE VIII</b>	<b>OTHER PROVISIONS</b>	
Section 1	Endorsement of Documents	12
Section 2	Time Notice is Given or Sent	12
<b>ARTICLE IX</b>	<b>INDEMNIFICATION</b>	
Section 1.	Indemnification of Agents	12
<b>ARTICLE X</b>	<b>FINANCIAL ADMINISTRATION</b>	
Section 1	Fiscal Year	13
Section 2	Dues	13
Section 3	Finance Committee	13
Section 4	Budget	13
Section 5	Fiscal Reports	13
Section 6	Distribution of Funds and Property on Dissolution	13
<b>ARTICLE XI</b>	<b>MEMBER MEETINGS</b>	
Section 1	KEET-TV Membership Meetings	14
Section 2	Annual Meeting	14
Section 3	Special Meetings	14
Section 4	Record Date	14
Section 5	Inspection of Accounting Books, Records and Minutes	14
Section 6	Inspection of Articles and Bylaws	14
<b>ARTICLE XII</b>	<b>PARLIAMENTARY AUTHORITY</b>	
Section 1	Parliamentary Authority	15
<b>ARTICLE XIII</b>	<b>AMENDMENTS</b>	
Section 1	Amendments by Changes in Nonprofit Public Benefit Law	15
Section 2	Amendments by the Board	15

**ARTICLE I  
NAME AND OFFICE**

**Section 1. Name.**

The name of this corporation shall be the **REDWOOD EMPIRE PUBLIC TELEVISION, INC.**, herein referred to at **KEET-TV**.

**Section 2. Form.**

KEET-TV is a nonprofit public benefit membership corporation incorporated under the laws of the state of California and under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

**Section 3. Principal Office.**

The principal office for the transaction of the business of KEET-TV is located in Humboldt County, California. The board of KEET-TV (“Board”) may specify and change the exact address of the principal office from one location to another within Humboldt County.

**Section 4. Other Offices.**

The Board may at any time establish branch or subordinate offices at any place or places where KEET-TV is qualified to do business.

**ARTICLE II  
MISSION**

**Section 1. Mission**

KEET-TV Public Television educates and enriches communities by providing informative, entertaining programs and innovative outreach, creating public dialogue on local and global issues, and building vital community partnerships under the branding of INSPIRE-EMPOWER-CONNECT.

**ARTICLE III  
MEMBERSHIP**

**Section 1. Eligibility.**

Any person, family, firm, corporation or association who subscribes to the mission of KEET-TV and who pays dues as provided for in Article VIII, Section 2 shall be eligible for membership in KEET-TV.

**Section 2. Voting.**

These Bylaws confer to Members the right to vote in any election for Director(s) of the Board and for any amendments to the Bylaws that affect member rights.

**Section 3. Membership Year.**

Membership shall begin on the first of the month following payment of membership dues and shall continue for twelve months thereafter. Members must renew within Thirty (30) days to maintain membership and voting rights.

**Section 4. Termination of Membership.** (Reference Sections 5430 a to c of the California Corporations Code.)

The status of a Member may be terminated in the manner set forth in this Section.

**a) Resignation.** A Member may at any time voluntarily resign without a refund by delivering a written notice to the Secretary.

**b) Unpaid Dues.** Membership issued for Twelve (12) months shall expire when this period of time has elapsed unless the membership is renewed.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1. Number of Directors.**

The Articles of Incorporation authorize that the number of Directors shall be no more than Twenty-One (21), the precise number being fixed by resolution of the Board from time to time. (Reference Sections 5151 a and b of the California Corporations Code.)

### **Section 2. Term of Office.**

Directors are elected at the Annual Meeting and shall hold office for a term of Three (3) years or until their successors have been elected or appointed and qualified. Each Director, including a Director elected to fill a vacancy by the Board, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified unless the Director has been removed from office. (Reference Sections 5220 a and b of the California Corporations Code.)

### **Section 3. Qualifications.**

**a) Directors.** All Directors must be a member of KEET-TV. A Director shall perform the duties of Director in good faith and shall participate in Board meetings, including duties as a member of any Committee of the Board upon which the Director may serve in a manner that Director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. (Reference Sections – 5231 a to c of the California Corporations Code.)

**b) "Interested Persons".** No persons serving on the Board may be "interested persons". This means either a person currently being compensated for services rendered or in the previous Twelve (12) months, whether as a full- or part-time employee or contractor, or otherwise, excluding any compensation paid to a Director as Director.

### **Section 4. Vacancies.**

**a) Resignation.** Any Director may resign effective upon giving written notice to the President or the Secretary or the Board of Directors. Such resignation will be effective when received unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. Note: (Section 5226 of the California Corporation Code) requires that except upon notice to the Attorney General, no Director may resign where the corporation would be left without a duly elected director or Directors in charge of its affairs. (Reference Section 5224 c of the California Corporations Code.)

**b) Automatic Vacancies.** A vacancy or vacancies in the Board shall be deemed to exist in case of the death of any Director, or if the authorized number of Directors be increased.

**c) Removal with Cause.** Unless granted a Board approved Leave of Absence, the Board may declare vacant the office of a Director who has not attended Three (3) consecutive meetings of the Board, if at the time a Director is elected, the Bylaws provide that a Director may be removed for missing a specific number of Board meetings, or who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court. (Reference Sections 5221 a and b of the California Corporations Code.)

**d) Removal without Cause.** No reduction of the authorized number of Directors shall have the effect of removing any director prior to the expiration of the director's term of office.

**e) Removal From Office.**

The Superior Court of Humboldt County may, at the suit of a director, remove from office any director in case of fraudulent or dishonest acts or gross abuse of authority or discretion with reference to the corporation or breach of any duty arising under **Article 3, commencing with Section 5230**, and may bar from reelection any director so removed for a period prescribed by the court. (Reference Section 5224 of the California Corporation Code.)

**f) Filling Vacancies.** Vacancies in the Board, including those caused by removal of a director, shall be elected by written ballot by a majority of the remaining directors, whether or not less than a quorum, or by a sole remaining director. Each director so selected shall hold office for a three year term. (Reference Section 5220 d of the California Corporations Code.)

**g) Failure to fill Vacancies.** In the event an even number of directors are unable to agree to the management of the Board's affairs or unable to fill director vacancies, (Reference Sections 5225 a to e of the California Corporations Code.)

### **Section 5. Powers and Duties.**

Subject to the limitations of law, the Articles and these Bylaws, the activities and affairs of KEET-TV shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of KEET-TV to any person or persons, a management company, or committees however composed, provided that the activities and affairs of KEET-TV shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. (Reference Sections 5210 of the California Corporations Code.)

### **Section 6. Voting at Board Meetings.**

Each director present and voting shall have One (1) vote on each matter presented to the Board of directors for action at that meeting. No director may vote at any meeting by proxy. (Reference Sections 5211 8-c of the California Corporations Code.)

### **Section 7. Meetings of the Board.**

Meetings of the Board may be called by the President or the Vice-President or the Secretary or any two directors. (Reference Sections 5211a 1 of the California Corporations Code.)

**a) Regular Meetings.** There shall be Nine (9) regular meetings of the Board annually. The number, time and place for such minimum meetings shall be set by the Directors at their first meeting, Regular meetings may be held without notice after the number, time and place has been set by the Board. (Reference Section 5211 a 2 of the California Corporations Code.)

**b) Meeting Notice.** The Board of Directors and the membership of KEET-TV shall receive notice of the regular meetings in the monthly KEET-TV Spotlight and the KEET-TV website prior to the start of each month. The Board meeting packet shall be mailed or emailed to directors Three (3) days before the scheduled meeting.

**c) Special Meetings.** Special meetings shall be held upon Four (4) days' notice by first-class mail or Forty-Eight (48) hours' notice given personally or by telephone, email or similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of KEET-TV or as may have been given to KEET-TV by the director for purpose of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. (Reference Section 5211 a 2 of the California Corporations Code.)

**d) Quorum.** A majority of the authorized number of directors constitutes a quorum of the Board. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. (Reference Section 5211 8 of the California Corporations Code.)

**e.) Public Access to Board Meetings**

The Board of Directors will provide the public with a reasonable opportunity to address the Board on matters related to the jurisdiction of the Board of Directors. At each regularly scheduled board meeting, under the agenda heading "Public Comment" the Chairman of the Board of Directors shall open the floor for public addresses to the Board. The Board may set and establish a time limit on any person in order to allow the Board to complete its business and adjourn the meeting at a reasonable time.

**f.) Reasonable Accommodations at Board Meetings**

Members of the public with limited English proficiency and/or requiring reasonable accommodations for a disability are welcome to attend board meetings

Request for language and/or disability accommodations shall be made as follows:

**i. Non-English Speaking/Sign Language Accommodation**

A person who does not speak English or communicates by American Sign Language must notify the station in writing at least seven days prior to the regularly scheduled meeting he or she wishes to attend to address the Board and is unable to provide his/her own interpreter, the station will make reasonable effort to secure the services of a translator or interpreter at the meeting.

**ii. Accommodations for Persons with a Disability**

Persons (or caregivers of persons) with a physical, mental or developmental disability who require additional assistance to attend the meeting must notify the station in writing at least seven business days before a regularly scheduled meeting. The notification should state the specific assistance required.

The guidelines for accessibility are prescribed under the Americans with Disabilities Act.

- Disabled parking spaces are available at the entrance to the meeting site.
- Entrance to the building is void of steps, and use of a paved ramp/incline is available for accessibility in accordance with ADA requirements.
- The meeting room is wheelchair accessible.
- Meetings can be attended by offsite telecommunications.

g.) The Board will make every attempt to provide reasonable accommodations as long as they are known seven days prior to the meeting.

**Section 8. Meetings by Conference Telephone, Electronic Video Screen or Electronic Transmission.**

Members of the Board may participate in a meeting through use of conference telephone, electronic transmission or similar communications equipment, so long as all members participating in such meeting can communicate with one another. (Reference Section 5211 a 6 of the California Corporations Code.)

**Section 9. Action Without a Meeting.**

An action by the Board may be taken without a meeting, if all members of the Board shall individually and collectively consent in writing to that action. Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall be regarded as an act of the Board. (Reference Section 5211 8 b of the California Corporations Code.)

**Section 10. Adjournment.**

A majority of the directors present, whether or not a quorum is present, may adjourn any directors meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned unless the meeting is adjourned for more than Twenty-Four (24) hours. (Reference Section 5211 4 of the California Corporation Code.)

**Section 11. Right of Inspection.**

The accounting books and records and minutes of proceedings of the KEET-TV Members and the Board and Committees of the Board shall be open to inspect and copy upon demand of any director, member or general public, at any reasonable time for a purpose reasonably related to such person's interest as a member of the Board, KEET member, or general public. Every director shall have the absolute right at any reasonable time to inspect the physical properties of KEET-TV

**Section 12. Fees and Compensation.**

Directors and Members of the Committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board. In the absence of fraud, any liability under this Section shall be limited to the amount by which the compensation exceeded what was just and reasonable, plus interest from the date of payment

to help protect the Board members. (Reference Sections 5235 (a) and (b) of the California Corporations Code.)

**Section 13. Liability.** (Reference Sections 5237 to 5239 of the California Corporations Code for information about Director liability.)

### **Indemnification and Insurance**

**(a) Right of Indemnity.** To the fullest extent permitted by law, the Corporation may indemnify any present or former member, officer, employee or other “agent” of the Corporation, as that term is defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section.

**(b) Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Public Benefit Corporation Law, the Board shall promptly determine under Section 5238(e) of such Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of members who are not parties to that proceeding, application shall be made by the Corporation or the agent or the attorney or other person rendering a defense to the agent to the court in which the proceeding is or was pending for a determination, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.

**(c) Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 above in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Foundation for those expenses.

**(d) Insurance.** The Foundation shall have the power to purchase and maintain insurance on behalf of any Director, Officer and/or agent of the Corporation against any liability asserted against or incurred by the Director, Officer and/or agent in such capacity or arising out of the Director’s, Officer's and/or agent's status as such whether or not the Foundation would have the power to indemnify the Director, Officer and/or agent against such liability, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Trustee, Officer and/or agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law (or any successor provision thereto.)

## ARTICLE V COMMITTEES

(Reference Sections 5212 a to c of the California Corporations Code.)

**Section 1. Standing Committees.** Provided that a quorum is present, the Board may create one or more Committees, each consisting of two or more Directors to serve at the pleasure of the Board.

**a) Executive Committee.** KEET-TV shall have an Executive Committee with the following composition and duties.

1) *Composition.* The Executive Committee shall be composed of the President, Vice-President, Past-President, Secretary, and Treasurer. A majority of Executive Committee members shall constitute a quorum.

2) *Duties.* Between meetings of the Board or at the request of the President, the Executive Committee shall transact emergency business and authorize emergency non-budgeted expenditures. The proceedings of the Executive Committee shall be reported to the Board at its next meeting.

**b) Governance/Nominating Committee.** KEET-TV shall have a Governance/Nominating Committee with the following composition and duties:

1) *Composition.* The Governance/Nominating Committee shall consist of Four (4) KEET-TV members of the Board. A majority of Committee Members shall constitute a quorum. Any vacancy occurring in the Governance/Nominating Committee shall be filled by the President. The President shall send the name and address of the Committee Chair to the KEET Members.

2) *Duties.* The Governance/Nominating Committee shall have the following duties:

**a) Membership of the Board of Directors.** It shall be the duty of the Governance Committee to keep records of the terms of office and eligibility of re-election of all Board Members; to solicit from Members suggestions for nominations to the Board of Directors; to meet and to discuss Board responsibilities with potential Board candidates; and to prepare a report recommending at least one person per vacancy for nomination for election to the Board and to send its report to the Board Thirty (30) days before the Annual Meeting in May. The President shall not participate in the selection of nominees for directors of the Board.

**b) Nomination of Officers of the Board.** It shall be the duty of the Governance Committee to act as the Nominating Committee; to solicit from Board Members suggestions for nominations to the office of President, Vice-President, Secretary and Treasurer of the KEET-TV Board of Directors; to prepare a report recommending at least one person per office for nomination for election to the Board, and to send its report to the Board Thirty (30) days before the June meeting. The President shall not participate in the selection of Officers of the Board, with the exception of the Past President, who is appointed by the President.

**c) Bylaws Review.** It shall be the duty of the Governance Committee to solicit from Board Members suggestions for amending the Bylaws of KEET-TV; to prepare a report recommending Bylaw revisions, and to send its report to the Board Thirty (30) days before the Annual Meeting.

**d) Executive Director Evaluations.** It shall be the duty of the Governance Committee to oversee the evaluation of the Executive Director, as directed by the Board.

c) **Finance Committee.** KEET-TV shall have a Finance Committee with the following composition. The Finance Committee shall be composed of the Treasurer, and up to four directors appointed by the President. The Treasurer shall serve as Chair of the Finance Committee.

**Section 2. Other Committees**

The President shall have sole discretion to create and appoint Board Members to other Committees.

**ARTICLE VI  
NOMINATIONS AND ELECTIONS**

**Section 1. Governance/Nominating Committee.**

The composition and duties of the Governance/Nominating Committee for the election of Directors and Officers are set forth in Article V, Sections 2(a)(b).

**Section 2. Election of Directors.**

- a) The report of the Nominating/Governance Committee of their recommendations for nominations to the Board of Directors shall be presented at the Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any KEET-TV Member, provided that the consent of the nominee shall have been secured.
- b) The election of Directors shall be by written ballot by those in attendance and those received from the membership by May 1<sup>ST</sup>. The new Directors' term begins July 1<sup>st</sup>, at the commencement of the Fiscal Year.
- c) The Board of Directors shall vote to fill Director vacancies that occur prior to the Annual Meeting.

**Section 3. Election of Officers.**

- a) The report of the Nominating/Governance Committee for the election of Officers shall be presented to the Board of Directors at the June meeting, the last meeting of the Fiscal Year. Immediately following the presentation of this report, nominations may be made from the floor by any KEET-TV Board Member, provided that the consent of the nominee shall have been secured.
- b) The election of Officers shall be by written ballot. The new Officers' term becomes effective on July 1<sup>st</sup>, the start of the Fiscal Year.
- c) The Board of Directors shall vote to fill officer vacancies that occur prior to the Annual Meeting.

**ARTICLE VII  
OFFICERS**

**Section 1. Enumeration, Election and Term of Officers.** Reference Sections 5113 a and b of the California Corporations Code.)

The Officers of KEET-TV shall be a President, Vice-President, Past President, Secretary and Treasurer. Neither the Secretary nor the Treasurer may serve concurrently as the President. The outgoing President is encouraged to remain on the Board as Past President; any Past President may fill this position.

- a) Nominations for officer positions are submitted by the Governance/Nominating Committee and voted on by written ballot by the Board of Directors. Officers shall hold office, beginning on the first day of the Fiscal Year, for One (1) year or until their successors have been elected and qualified.
- b) Officers may serve no more than Two (2) consecutive terms in an office, plus the vacant term they may have filled mid-year.
- c) Officers serve at the pleasure of the Board and any officer may resign at any time upon written notice to the Board.

### **Section 2. Qualifications and Vacancies.**

Qualifications and vacancies shall be governed in the same manner as for Directors.  
(Reference Section 5213 of the California Corporations Code.)

### **Section 3. The President.**

The President shall preside at all meetings of KEET-TV and of the Board. The President shall be ex-officio a member of all Committees except the Governance/Nominating Committee.  
(Reference Section 5213 a of the California Corporations Code.)

### **Section 4. The Vice-President.**

In the event of the absence, disability or death of the President, the Vice-President shall possess all the powers and perform all the duties of that office until the Board shall fill the vacancy.

### **Section 5. The Past President.**

The Past President shall perform such duties as the President and the Board may designate. In the event of the absence, disability or death of the President and the Vice-President, the Past President shall possess all the powers and perform all the duties of that office until the Board shall fill the vacancy.

### **Section 6. The Secretary.**

The Secretary shall oversee the maintenance of the book of minutes of all meetings of the Board and its Committees and the Annual Meetings of KEET-TV Members. The Secretary shall sign with the President (or acting President) all contracts and such instruments when so authorized by the Board. The Secretary shall ensure the maintenance of at the principal office the original or a copy of KEET-TV's Articles and Bylaws, as amended to date. The Secretary shall ensure the maintenance of a record of Members of KEET-TV giving their names and addresses and the type of membership held by each.

### **Section 7. The Treasurer.**

The Treasurer is the chief financial officer of KEET-TV, the chair of the Finance Committee, and shall ensure that adequate and correct accounts of the properties and business transactions of KEET-TV are recorded. The books of account shall at all times be open to inspection by any director. The Treasurer shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of KEET-TV, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Reference Section 5240 of the California Corporations Code regarding assets held by KEET-TV for investment.

## **ARTICLE VIII OTHER PROVISIONS**

### **Section 1. Endorsement of Documents.**

The President or the Secretary shall sign all contracts and such instruments when so authorized by the Board. Such instruments may be signed by any other person or persons as determined by the Board. Unless authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purposes or amount.

### **Section 2. Time Notice is Given or Sent.**

All required notices shall be given by any of the following:

- a) By mailing the notice. Notice shall be deemed to have been given on the date shown by the postage mark on the envelope.
- b) Through personal communication, oral or electronic. Notice shall be deemed to have been given at the time it is communicated, in person or by telephone, or through email or other electronic means.
- c) By posting a notice on the KEET-TV website and in local newspapers, if needed.

## **ARTICLE IX INDEMNIFICATION**

**Section 1. Indemnification of Agents.** (Reference Section 5238 of the California Corporations Code.)

KEET-TV shall indemnify and make advances to its Directors and Officers who are a party to or threatened to be made a party to any proceeding or action. KEET-TV shall purchase and maintain insurance on behalf of its Directors and Officers.

## **ARTICLE X FINANCIAL ADMINISTRATION**

### **Section 1. Fiscal Year.**

The Fiscal Year of KEET-TV shall commence on the 1st day of July each year.

### **Section 2 Dues.**

Annual Dues shall be determined by the Board. Any Member who fails to pay dues within Thirty (30) days after they become payable shall no longer be a Member of KEET-TV.

### **Section 3. Finance Committee.**

KEET-TV shall have a Finance Committee with the following composition and duties:

- a) **Composition.** The Finance Committee shall be composed of the Treasurer, and up to four directors of the Board. The Treasurer shall serve as Chair of the Finance Committee.
- b) **Duties.** The Finance Committee is responsible for the oversight of the budget and the monthly financial statements. The Finance Committee shall prepare or cause to be prepared an annual budget for the support of KEET-TV, review monthly and year-to-date current financial reports, and as needed: review and recommend changes to meet the Annual Budget; and recommend improvements to the accounting reports. The Committee Chair or designee shall make status reports to the Board at regular, Special and Annual Meetings.

**Section 4. Budget.**

The Treasurer shall ensure the proposed budget is sent to the Board for adoption for the ensuing year Fifteen (15) days in advance of the Annual Meeting.

**Section 5. Fiscal Reports.**

The Finance Committee shall send to the Directors of the Board an Annual Fiscal Report containing the following information. Such report shall be sent no later than One Hundred Twenty (120) days following the end of KEET-TV's Fiscal Year.

- a) The year-end balance sheet of KEET-TV.
- b) The principal changes in assets and liabilities during the Fiscal Year.
- c) The revenue or receipts of KEET-TV both unrestricted and restricted to particular purposes, for the Fiscal Year.
- d) The expenses or disbursements of KEET-TV, for both general and restricted purposes, during the Fiscal Year.
- e) A copy of any report of independent accountants. The auditor shall report directly to the Board at regular Board Meetings.
- f) A statement of any transactions where a Director or Officer has a direct or indirect material financial interest and of any indemnification or advance to a KEET-TV agent.

**Section 6. Distribution of Funds and Property on Dissolution.** (Reference Sections 6610 to 6618 of the California Corporation Code.)

If KEET-TV should determine the need to wind up and dissolve the Corporation, approval of the Board of Directors is required. In Accordance with the current Articles of Incorporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational or scientific purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE XI  
MEMBER MEETINGS**

**Section 1. KEET-TV Membership Meetings.** Reference Sections 5511 a to g of the California Corporations Code.)

There shall be one Annual Meeting of the KEET-TV Members each year in addition to any duly called Special Meetings. A written notice of each meeting of KEET-TV members shall be given not less than Ten (10) days or more than Ninety (90) days.

**Section 2. Annual Meeting.**

An Annual Meeting of KEET-TV Members shall be held in May, the exact date and place to be determined by the Board. At the Annual Meeting KEET-TV Members may, for example:

- a) Review the current budget and discuss changes expected in the new Fiscal Year.
- b) Review programming, fundraising and policy issues. Members may make known their advice and recommendations on matters of policy and business.
- c) Vote to elect Directors to serve on the KEET-TV Board.
- d) Review such other business as may be properly come before it.

### **Section 3. Special Meetings.**

Special Meetings of KEET-TV Members may be called by the Board, the President, or by Five (5) percent of the Members. Requests for Special Meetings by the President or KEET-TV Members shall be given in writing to the President, Vice-President, or Secretary. The person receiving the request shall record on it the date and time of receipt. The request shall specify the purpose for which the meeting is called. The time and place of the meeting shall be determined by the Board; however, if the request is from the President or KEET-TV Members the time shall not be less than Thirty-Five (35) nor more than Ninety (90) days after the receipt of the request. Reference Section 5510 d of the California Corporation Code.)

### **Section 4. Record Date.**

The Board may fix a record date for the determination of the KEET-TV Members entitled to notice of any meeting. The record date shall be neither more than Ninety (90) days nor less than Ten (10) days prior to the date of a meeting.

### **Section 5. Inspection of Accounting Books, Records and Minutes.**

The accounting books and records and minutes of proceedings of the KEET-TV Members and the Board and Committees of the Board shall be open to inspection upon written demand on the corporation of any KEET-TV Member at any reasonable time for a purpose reasonably related to such person's interest as a Member.

### **Section 6. Inspection of Articles and Bylaws.**

KEET-TV shall keep in its principal office the original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by KEET-TV Members and the general public at all reasonable times during office hours. (Reference Section 5160 of the California Corporations Code.)

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

### **Section 1. Parliamentary Authority.**

The rules contained in *Roberts Rules of Order, Modern Edition*, shall govern the KEET-TV meetings.

### **ARTICLE XIII AMENDMENTS**

#### **Section 1. Amendments by Changes in Nonprofit Public Benefit Corporation Law.**

Notice of any change to the laws governing California Nonprofit Public Benefit Corporations that requires amendment to these Bylaws shall be adopted on the date effective and does not require a vote of the KEET-TV Board or the membership. The Members shall be notified by means of **Spotlight** and the KEET-TV website when such laws take effect.

#### **Section 2. Amendments by the Board.**

- a)** These Bylaws may be adopted, amended or repealed by a majority vote of the Board, except for amendments that affect the rights of the Members.
- b)** The Articles of Incorporation may be amended by a majority vote of the Board, except for amendments that affect the rights of the Members.
- c)** In the absence of participation by the Members, the Board of Directors shall take necessary action to amend the Bylaws and the Articles to meet the current and long-term needs of KEET-TV.