

RESOLUTION NO. 1774

A RESOLUTION OF THE COUNCIL OF THE CITY OF SALISBURY, MARYLAND
APPROVING A SET OF INTERIM BY-LAWS FOR PAC 14, INC.

WHEREAS, in 2002, both the City Council of the City of Salisbury and the Wicomico County Council approved Articles of Incorporation and By-Laws for a Public Access Channel (PAC 14) to serve the Comcast service area in Wicomico County; and

WHEREAS, these Articles of Incorporation and By-Laws provided for a partnership which was also to include Salisbury University; and

WHEREAS, Salisbury University did not approve these documents and, as a result, they were never filed with the State and the corporation was never created; and

WHEREAS, the fact that the corporation was never formed has left PAC 14 without a stable governance structure; and

WHEREAS, both the City of Salisbury and Wicomico County feel that it would be in the best interest of the Public Access Channel to have a stable governance structure; and

WHEREAS, on February 3, 2009, the Wicomico County Council adopted a set of By-Laws for a Public Access Channel with the intent of creating a governance structure for PAC 14; and

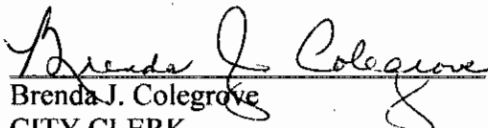
WHEREAS, the City Council agrees with the need to resolve this issue but it has concerns about the specific structure created by the By-Laws that were adopted by the County Council.


NOW, THEREFORE, BE IT RESOLVED that the Salisbury City Council approves the attached By-Laws of PAC 14, Inc. as an interim governance document;

AND, BE IT FURTHER RESOLVED, by the Salisbury City Council that these By-Laws will be null and void six (6) months following the effective date of this resolution and that, within that six month period, the Board of Directors formed as provided by the By-Laws will make a recommendation to both the City Council and the County Council whether these By-Laws should be made permanent or whether amendments should be made to create a more effective governance structure.

THE ABOVE RESOLUTION was introduced and duly passed at a meeting of the Council of the City of Salisbury, Maryland held on the 13th day of April, 2009 and is to become effective immediately upon adoption.

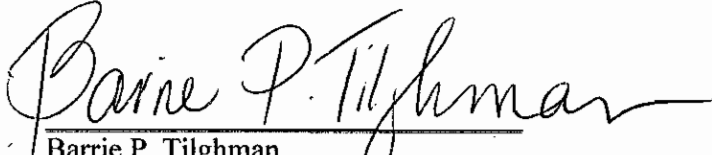
ATTEST:


Brenda J. Colegrove
CITY CLERK


Louise Smith
PRESIDENT, City Council

APPROVED by me this

14th day of APRIL, 2009


Barrie P. Tilghman
MAYOR, City of Salisbury

COUNTY COUNCIL OF WICOMICO COUNTY, MARYLAND

2009 Legislative Session

Legislative Day No. 03

Resolution No. 06-2009

Introduced by: The President of the Council at the request of the County Executive

**A RESOLUTION APPROVING BYLAWS FOR THE PUBLIC ACCESS CHANNEL,
NOW KNOWN AS PAC 14.**

WHEREAS, the public access channel, now known as PAC 14, which serves both City of Salisbury and Wicomico County cable television customers, was created in 1999 as a joint venture between the City, the County and Salisbury University; and

WHEREAS, PAC 14 is currently operating without an adequate formal governing structure; and

WHEREAS, the County Council intends to adopt the attached Bylaws to establish a structure for PAC 14 and would encourage the creation of a non-profit corporation to formally oversee PAC 14 on a permanent basis.

NOW, THEREFORE, BE IT RESOLVED, BY THE COUNTY COUNCIL OF WICOMICO COUNTY, MARYLAND, AS FOLLOWS:

- A. The Bylaws in the form attached hereto as Exhibit A are hereby approved as to form and content.
- B. The County Executive of Wicomico County, Maryland be and is hereby is authorized to execute the attached Bylaws on behalf of Wicomico County, Maryland.

Done at Salisbury, Maryland, this 3rd Day of February 2009.

ATTEST:

COUNTY COUNCIL OF
WICOMICO COUNTY, MARYLAND

Matthew E. Creamer,
Council Administrator

John T. Cannon
Council President

CERTIFICATION

This Resolution was Adopted ____, Adopted with Amendments ____, Failed ____, Withdraw ____ by the County Council on ____, 2009.

Certified by
Matthew E. Creamer, Council Administrator

TABLE OF CONTENTS

ARTICLE I.

NAME AND DEFINITIONS

Section 1.01. Name and Definitions4

ARTICLE II.

OFFICES OF THE CORPORATION

Section 2.01. Principal Office.....4

Section 2.02. Other Offices4

ARTICLE III.

PURPOSES

Section 3.01. Purposes.....4

ARTICLE IV.

MEMBERSHIP

Section 4.01. Initial Members.....5

Section 4.02. Membership Qualifications5

Section 4.03. Classes of Members.....6

Section 4.04. Voting Rights.....6

Section 4.05. Dues and Terms of Membership.....6

Section 4.06. Transfer of Membership6

ARTICLE V.

MEETINGS OF MEMBERS

Section 5.01. Place of Meeting6

Section 5.02. Annual Meeting of Members.....6

Section 5.03. Special Meetings.....7

Section 5.04. Notice Requirement for Members' Meetings.....7

Section 5.05. Notice of Certain Agenda Items7

Section 5.06. Manner of Giving Notice.....7

Section 5.07. Waiver of Notice or Consent by Attendance8

Section 5.08. Presiding Officers8

ARTICLE VI.

VOTING BY MEMBERS

Section 6.01. Quorum.....8

Section 6.02. Less than Quorum.....8

Section 6.03. Adjournment and Notice of Adjourned Meetings.....8

Section 6.04. Voting.....9

Section 6.05. Approval by Majority Vote9

ARTICLE VII.

THE BOARD OF DIRECTORS

Section 7.01. Original Director.....9

Section 7.02. General Powers of the Board of Directors.....9

Section 7.03. Qualifications.....9

Section 7.04. Composition of Board9

Section 7.05. Terms of Directors.....9

Section 7.06. Resignation10

Section 7.07. Events Causing Vacancies.....10

Section 7.08. Filling Vacancies.....10

Section 7.09. Regular Meetings.....10

Section 7.10. Organizational Meetings.....	10
Section 7.11. Special Meetings.....	11
Section 7.12. Quorum.....	11
Section 7.13. Majority Vote.....	11
Section 7.14. Compensation.....	11

ARTICLE VIII.

THE ELECTION OF DIRECTORS

Section 8.01. Eligibility for Nomination.....	11
Section 8.01. Nomination and Election of Directors.....	11
Section 8.03. Election, Removal and filling of Vacancies of Directors.....	12
Section.....	12

ARTICLE IX.

OFFICERS

Section 9.01. Qualifications of Elected and Appointed Officers.....	12
Section 9.02. Designation of Officers.....	12
Section 9.03. Election of Officers.....	12
Section 9.04. Resignation of Officers.....	13
Section 9.05. Removal of Officers.....	13
Section 9.06. Vacancies.....	13
Section 9.07. Terms of Office.....	13
Section 9.08. Chairperson.....	13
Section 9.09. Executive Director.....	13
Section 9.10. Vice-Chairperson.....	13
Section 9.11. Secretary.....	14
Section 9.12. Treasurer.....	14

ARTICLE X.

INDEMNIFICATION AND INSURANCE

Section 10.01. Indemnification of Officers.....	14
Section 10.02. Exemption of Property.....	15
Section 10.03. Insurance.....	15

ARTICLE XI.

COMMITTEES OF THE BOARD

Section 11.01. Standing Committees.....	15
Section 11.02. Duties of the Executive Committee.....	15
Section 11.03. Duties of the Finance Committee.....	15
Section 11.04. Programing Committee.....	16
Section 11.06. Other Committees.....	18

ARTICLE XII.

PERFORMANCE OF PAC 14

Section 12.01. Reporting Requirements.....	18
Section 12.02. Auditing and Inspection Requirements.....	18
Section 12.03. Corporate Seal.....	18
Section 12.04. Bank Accounts and Loans.....	18
Section 12.05. Loans.....	19

ARTICLE XIII.

MISCELLANEOUS

Section 13.01. Non-Discrimination.....	20
--	----

Section 13.02. Meetings of <i>PAC 14</i>	<u>20</u>
Section 13.03. Fiscal Year	<u>20</u>
Section 13.04. Reimbursements	<u>20</u>

ARTICLE XIV.

DISSOLUTION

Section 14.01. Corporate Dissolution	<u>20</u>
--	-----------

ARTICLE XV.

AMENDMENT OF BYLAWS

Section 15.01. Membership Rights Limitation	<u>21</u>
Section 15.02. Members Approval Required	<u>21</u>
Section 15.03. Amendments by Members	<u>21</u>
Section 15.04. Manner of Giving Notice	<u>21</u>

BYLAWS OF PAC 14, Inc.

ARTICLE I.
NAME AND DEFINITIONS

Section 1.01. Name and Definitions

- (a) The name of the organization shall be PAC 14, Inc.
- (b) References to the "Board" shall mean the Board of Directors of PAC 14, Inc..

ARTICLE II.
OFFICES OF THE CORPORATION

Section 2.01. Principal Office

The principal office for the transaction of the activities and affairs of *PAC 14, Inc.* shall be located at 125 N. Division Street, Salisbury, Maryland 21801.

Section 2.02. Other Offices

PAC 14, Inc. may also have an office or offices in such other place or places within Wicomico County, Maryland, as the business of the Corporation may require and as the Board of Directors may from time to time appoint.

ARTICLE III.
PURPOSES

Section 3.01. Purposes

PAC 14, Inc. is a Corporation formed for scientific, educational, and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Its specific purposes are:

- (a) To support, manage, produce, and distribute noncommercial, community based media programs;
- (b) To develop and promote the concept of community (public, educational, governmental, and institutional) access to existing and future communications media;
- (c) To support, develop and promote the concept of community access to the governmental process by the broadcast of governmental meetings, public hearings and forums.
- (d) To establish, maintain and operate one (1) or more media access center(s):
 - (i) To educate and train individuals and nonprofit organizations and institutions in the use of various media tools and techniques.
 - (ii) To provide individuals and nonprofit organizations and institutions with access to various media tools and assistance in their use.

- (iii) To promote programs and support the use of various media as vehicles of artistic expression.
 - (iv) To establish, maintain and operate a system or systems for the distribution of various non-commercial media programs and materials, in the public interest.
- (e) To facilitate the use of access channels as a public forum which promotes a free exchange of ideas and information;
- (f) To promote and develop activities and programs for the optimal utilization of the cable communications system(s) for community purposes;
- (g) To serve access viewers and users with programs reflecting the activities, concerns, and interests of the residents of the Wicomico County area in a manner that promotes a free exchange of ideas and information;
- (h) To create and maintain an environment which enables a diversity of peoples and viewpoints and ensures that no individual is discriminated against with regard to membership, services, access to information or any activity because of race, national origin, sex, age, sexual preference, religion, disability, political affiliation, or economic status.
- (i) To apply for and to receive contributions, grants, donations, and loans of all types from individuals, profit and nonprofit organizations, public and private corporations, government agencies and others to support these purposes;
- (j) To determine and conduct or support any and all other lawful things in furtherance of the foregoing charitable and educational purposes, either manifest or latent.

ARTICLE IV. MEMBERSHIP

Section 4.01. Members

The members of *PAC 14, Inc.* shall be consist of Class A, B, and C Members as provided in Section 4.03.

Section 4.02. Membership Qualifications

Membership in *PAC 14, Inc.* in Class C is open to any person who is a resident of Wicomico County, Maryland, without discrimination. Such persons, organizations, or institutions who are in substantial agreement with the objectives of the organization as set forth in the Articles of Incorporation shall be eligible for membership upon completion of a membership application and upon compliance with conditions as may be prescribed by the Board of Directors. Parental permission is required for youths sixteen (16) years of age or under.

Section 4.03. Classes of Members

There shall be two (2) classes of voting members in *PAC 14, Inc.* (hereafter voting members) and one (1)

class of non-voting members:

- (a) There shall be eight (8) Class A voting members, who shall be the duly elected County Executive and the duly elected members of the County Council of Wicomico County, Maryland then in office.
- (b) There shall be six (6) Class B voting members, who shall be the duly elected Mayor of the City of Salisbury then in office and the duly elected members of the City Council of Salisbury then in office.
- (c) There shall be an unlimited number of Class C non-voting members, who shall be those individual persons who meet the requirements delineated in Section 4.02, and who have been designated as members by the Board.

Section 4.04. Voting Rights

Only Class A and B members shall have the right to vote as set forth in these Bylaws and all such votes shall be by class. Such voting issues shall include, but shall not be limited to: the election of Directors; changes to these Bylaws; any merger and its principal terms and the amendment of those terms; and any election to dissolve *PAC 14, Inc.*. In addition, those members shall have all rights afforded members under Maryland corporation law.

Section 4.05. Dues and Terms of Membership

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

Section 4.06. Transfer of Membership

No membership or right arising from membership shall be transferable.

ARTICLE V. MEETINGS OF MEMBERS

Section 5.01. Place of Meeting

Meetings of the members shall be held at any place within Wicomico County designated by the Board of Directors. In the absence of any such designation, meetings shall be held at *PAC 14, Inc.*'s principal office.

Section 5.02. Annual Meeting of Members

The annual meeting of the members of the Corporation shall be held on a day duly designated by the Board of Directors during the month of _____, for the purpose of appointing directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting.

Section 5.03. Special Meetings

- A. Special meetings of the members may be called at any time for any purpose or purposes by the Chairperson of the Board, the Board, or by a written request submitted to the Secretary of *PAC 14, Inc.* by six (6) or more of the voting members of *PAC 14, Inc.*. Said request should specify the nature of the business to be transacted at the special meeting.
- B. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.
- C. Special meetings shall be held at least ten (10) days and no more than thirty (30) days after being called.

Section 5.04. Notice Requirement for Members' Meetings

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Sections 5.05 and 5.06 of these Bylaws to each member. That notice shall specify the place, date, and hour of the meeting and:

- (a) For a Special Meeting, the nature of the business to be transacted (no other business may be transacted);
- (b) For the Annual Meeting, those matters that the Board at the time notice is given intends to present for action by the members. Except as provided by Section 5.05 of these Bylaws, any proper matter may be presented at the Annual Meeting.

Section 5.05. Notice of Certain Agenda Items

Approval by the members entitled to vote on any of the following proposals is valid only if the notice or written waiver of notice states such actions are to be considered. Actions requiring such notice are:

- (a) Removing a Director without cause.
- (b) Filling vacancies on the Board.
- (c) Amending the Articles of Incorporation.
- (d) Electing to wind-up and dissolve *PAC 14, Inc.*.
- (e) Amending Section 10.02 of these By-Laws.

Section 5.06. Manner of Giving Notice

A. Notice of any meeting of members shall be in writing and shall be given at least five (5), but not more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class mail or by other means of direct written communications, the charges prepaid, and shall be addressed to each member, at the address of that member appearing on the books of *PAC 14, Inc.* or at the address given to *PAC 14, Inc.* by the member for purposes of notice. If no address appears in *PAC 14, Inc.*'s books and no address has been so given, notice shall be deemed to have been given if notice is published at least once in a newspaper of general circulation in the County.

- B. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such

notice by other means, shall be executed by the Secretary of *PAC 14, Inc.* and shall be filed and maintained in *PAC 14, Inc.*'s minute book.

Section 5.07. Waiver of Notice or Consent by Attendance

A member's attendance at a meeting shall constitute a waiver of notice of the meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not legally called or convened. However, attendance at the meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 5.08. Presiding Officers

The Chairperson of the Board shall preside at all regular or special meetings of the members; in that person's absence the Vice Chairperson shall preside; or, if none of said officers are present, a chairman to be elected at the meeting shall preside. The Secretary shall keep or cause to be kept minutes of all meetings.

ARTICLE VI. VOTING BY MEMBERS

Section 6.01. Quorum

The presence in person or by proxy of nine (9) voting members of *PAC 14, Inc.* shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws.

Section 6.02. Less than Quorum

If less than a quorum shall be in attendance at the time for which the meeting was called, the meeting may be adjourned from time to time by a majority vote of the voting members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend.

Section 6.03. Adjournment and Notice of Adjourned Meetings

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the voting members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. At the continuation of the meeting, *PAC 14, Inc.* may transact any business that might have been transacted at the original meeting if quorum is present at that continued meeting.

Section 6.04. Voting

Except as modified by Article VII and Article VIII, each voting member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the members. Voting may be by voice or ballot.

Section 6.05. Approval by Majority Vote

If a quorum is present, the affirmative vote of a majority of the voting members represented at the meeting shall be the act of PAC 14, Inc. unless the vote of a greater number is required by the Articles of Incorporation or these Bylaws.

ARTICLE VII.
THE BOARD OF DIRECTORS

Section 7.01. Original Director

The Original Director shall be Theodore E. Shea, II, whose sole function, power and purpose will be to forthwith implement the provisions of Section 8.01 and whose duties and responsibilities shall terminate immediately upon election of the Initial Directors.

Section 7.02. General Powers of the Board of Directors

- A. Subject to the provisions and limitations of Maryland corporation law and any other applicable laws and subject to any limitations of the Articles of Incorporation or the Bylaws regarding actions that require approval of the members, the activities and affairs of *PAC 14, Inc.* shall be managed and all corporate powers shall be exercised by or under the direction of the Board.
- B. The Board of Directors shall annually prepare and approve an operating budget. The PAC 14, Inc. operating budget shall then be submitted to the City of Salisbury and the County Executive of Wicomico County for their normal budget process and consideration of contributions to PAC 14, Inc.

Section 7.03. Qualifications

All Directors, upon appointment shall be deemed members in good standing of *PAC 14, Inc.*

Section 7.04. Composition of Board

The number of Directors shall be nine (9). Such number shall not be increased or decreased except with the prior approval of a majority of the Class A members and of a majority of the Class B members.

Section 7.05. Terms of Directors

A. The first Directors elected pursuant to Section 8.01 shall be assigned staggered terms so that one (1) Class A Director and one (1) Class B Director shall have terms which expire on the date of the first annual meeting of *PAC 14, Inc.*, one (1) Class A Director and one (1) Class B Director shall have terms which expire on the date of the second annual meeting of *PAC 14, Inc.*, one (1) Class A Director and one (1) Class B Director shall have terms which expire on the date of the third annual meeting of *PAC 14, Inc.* and the remaining Class A, B and C Directors shall have terms which expire on the date of the fourth annual meeting. The Director chosen as Chairperson, pursuant to Section 8.01 shall serve a four (4) year term.

B. After the expiration of the term of each Initial Director, each newly elected Director, except for Directors elected to fill a vacancy, shall serve a four (4) year term.

C. The term of each Director shall end on the date of the Annual Meeting nearest the end of his or her term, but not before a successor is duly elected and qualified.

Section 7.06. Resignation

A. Any Director may resign effective upon giving written notice to the Chairperson or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign when *PAC 14, Inc.* would then be left without a duly elected Director in charge of its affairs.

B. Failure of a Director to participate in three (3) consecutive Board meetings may be deemed a voluntary resignation from office at the election of the members of the class electing said director. The resignation shall be effective upon acceptance by a majority of the voting members of the class.

Section 7.07. Events Causing Vacancies

A. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (i) the death or resignation of any Director; or (ii) removal with or without cause by the majority vote of the Class of Members entitled to elect the Director.

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

Section 7.08. Filling Vacancies

A. In the case of any vacancy in the Board of Directors through death, resignation, removal or other cause, those members of the Class entitled to vote to fill the vacancy shall be notified of the vacancy and shall elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant in accordance with their customary procedure of appointment to boards and commissions.

B. Article VIII shall not apply to any action to fill a vacancy.

Section 7.09. Regular Meetings

The Board shall schedule regular meetings for the transaction of *PAC 14, Inc.* business and shall schedule these meetings at least quarterly throughout the year. Regular meetings will be held at a time and place determined by resolution of the Board without other notice than such resolution. Schedules and notices of Board meetings will be made available to members and the public and prominently posted in the office of *PAC 14, Inc.* The minutes of the previous meetings shall be prominently posted in the office of *PAC 14, Inc.*

Section 7.10. Organizational Meetings

Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of officers, appointments, and transaction of other business.

Section 7.11. Special Meetings

Special meetings of the Board may be called at any time by the Chairperson, Vice-chairperson, or any three (3) Directors of the Board. Written notice of the time and place of special meetings shall be mailed via first-class mail to each Director at least five (5) calendar days before such a meeting is held or two (2) days before the meeting if notice is given via telephone or in person. Special meetings of the Board may be held at a place designated by the Board or at the principal office. Schedules and notices of special meetings shall be posted two (2) days in advance of any special meetings in the manner delineated in Section 7.09. Attendance at any meeting by a Director shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.12. Quorum

A quorum shall be six (6) of the current members of the Board, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time.

Section 7.13. Majority Vote

No action of the Board shall be valid unless approved by a majority of those Board Members attending the meeting.

Section 7.14. Compensation

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

ARTICLE VIII. THE ELECTION OF DIRECTORS

Section 8.01. Appointment of Directors.

- A. Class A Members shall appoint four (4) Directors in accordance with their customary procedure for appointment to boards and commissions. One of the Directors shall be a member of the County Council. For the appointment of the initial Directors, Class A members shall also designate the term to which each Director is appointed.
- B. Class B Members shall appoint four (4) Directors in accordance with their customary procedure for appointment to boards and commissions. One of the Directors shall be a member of the City Council. For the appointment of the initial Directors, Class A members shall also designate the term to which each Director is appointed.
- C. Class A and B Members shall jointly concur on the appointment of the ninth Director.

Section 8.02. Certification of Appointment.

At the annual meeting of *PAC 14, Inc.* required as per Section 5.02 the results of the appointment of Directors shall be announced and certified and the new Directors shall take their seats upon the Board.

ARTICLE IX.
OFFICERS

Section 9.01. Qualifications of Elected and Appointed Officers

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

Section 9.02. Designation of Officers

The officers of *PAC 14, Inc.* shall be a Chairperson, a Vice-chairperson, Secretary, and a Treasurer. Officers shall be members of the Board. Any person removed from the Board shall thereby be immediately removed as an officer. The officers shall be chosen by the Board, with the exception of the Chairperson, who shall be appointed pursuant to Section 8.01 C.

Section 9.03. Election of Officers

The officers of *PAC 14, Inc.* shall be chosen by a majority vote of the Board and shall serve at the pleasure of the Board.

Section 9.04. Resignation of Officers

Any officer may resign at any time by giving written notice to *PAC 14, Inc.*. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of *PAC 14, Inc.* under any contract which the officer has signed as an agent of *PAC 14, Inc.*.

Section 9.05. Vacancies

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

Section 9.06. Terms of Office

Each term of office for the officers of *PAC 14, Inc.* shall commence with the organizational meeting of the Board following the Annual Meeting of the members and shall conclude at the organization meeting of the Board following the next Annual Meeting.

Section 9.07. Chairperson

The Chairperson of the Board shall preside at meetings of the Board and shall exercise and perform such other duties and powers as the Board may assign from time to time.

Section 9.10. Vice-Chairperson

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

Section 9.11. Secretary

A. The Secretary shall keep or cause to be kept, at *PAC 14, Inc.*'s principal office or such other place as the Board may direct, by resolution:

- (1) A book of minutes of all meetings, proceedings, and actions of the Board, of Committees, and of members' meetings. The minutes shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at the Board and committee meetings, and the number of members present or represented at members' meetings. The Secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.
- (2) A record of the members of *PAC 14, Inc.*, showing each member's name, address, class, and status of membership.

B. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these Bylaws to be given.

C. The Secretary shall keep the corporate seal in safe custody and shall have other powers and perform such other duties as the Board or these Bylaws may prescribe.

Section 9.12. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of *PAC 14, Inc.*'s properties and transactions. The Treasurer shall give or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 10.01. Indemnification of Officers

A. Definitions. As used in this Article, Article X, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

B. Indemnification of Directors and Officers. *PAC 14, Inc.* shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

C. Indemnification of Employees and Agents. With respect to an employee or agent, other than a director or officer, of the Corporation, *PAC 14, Inc.* may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

Section 10.02. Exemption of Property

The private property of the members and Board of *PAC 14, Inc.* shall not be liable for corporate debts to any extent whatsoever. This section of these Bylaws shall not be amended except by the unanimous vote of the members and the Board.

Section 10.03. Insurance

PAC 14, Inc. shall have the right to purchase and maintain insurance on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's employee's, or agent's status as such.

ARTICLE XI. COMMITTEES OF THE BOARD

Section 11.01. Standing Committees

The Board shall appoint one (1) standing committee: a Programming Committee.

Section 11.04. Programing Committee

The Board shall establish a Programing Committee which shall oversee programming. Program review shall be in accordance with the provisions of Article XII and shall be solely for the purpose of assuring that all productions comply with *PAC 14, Inc.*'s rules and procedures. There shall be no regulation of program content that will violate the First Amendment of the U.S. Constitution.

A. Membership and Term.

- (1) The Programing Committee ("Programing") shall consist of *nine* (9) members. The Board of Directors shall appoint three (3) members to the Committee from the Board of Directors and shall appoint six (6) members to the Committee from the Class C membership.
- (2) Members of the Programing Committee shall serve terms of three (3) years and are not subject to removal.

B. Meetings. Programming shall meet once a month at the time and place designated by its Chairperson. However, Programming may schedule special meetings from time to time at

Programming discretion. Robert's Rules of Procedure shall govern the proceedings unless these rules and regulations direct a different result. No meeting shall commence without a quorum, which shall be five (5) members.

C. Programming Officers. Programming shall elect one of its members to serve as a Chairperson and another to serve as Vice-Chairperson. The Chairperson shall be responsible for running the meeting of the Committee, as well as preparing the meeting agendas. In the absence of the Chairperson, the Vice-Chairperson shall perform the Chairperson's duties.

D. Secretary. The Executive Director, shall act as Programming's Secretary. The Secretary shall be responsible for the following: (1) circulating agendas to all members of the Committee and, (2) keeping all documents and records received by the Committee, and (3) taking and transcribing the minutes of the Committee.

E. Review Procedures. Programming shall conduct its proceedings, as follows:

(1) All requests received by the Executive Director for the use of the channel shall be forwarded to Programming for review.

(2) Requests shall be submitted in such form and accompanied by such tapes and materials as Programming may require.

(3) Programming shall consider each request in light of the guidelines set forth hereafter.

(4) Each approval or disapproval shall be by majority vote of the then present members. The Chairperson shall be permitted to vote.

(5) The Secretary shall forward Programming's decision to the person making the request as soon as practical after a decision has been made by the Committee.

F. Guidelines. The following guidelines shall govern Programming's decision. Programming reserves the right to disapprove any request based upon the failure to meet any or all of these guidelines.

(1) Production Values:

(a) Any programming that is in the form of a documentary or informational piece must have a moderator.

(b) Any time someone is speaking, singing or performing, he or she must be properly microphoned so that he or she can be heard clearly and recorded onto the videotape. This includes people in the audience who wish to speak about a topic or ask questions at appropriate time.

(c) Picture quality must have proper set design.

(d) The program must have proper set design.

(e) The program must have proper introduction and credits.

(2) Concept/Programming Match. The program produced must conform to the concept as set forth by the person making the request for the use of the PAC and, thereafter, approved by the Committee. If the programming, in the sole discretion of the Committee, does not conform to the approved request, the program will not be shown until it either conforms to the approved concept or is reviewed as if it is an initial request for programming.

(3) Overall Quality. All PAC programming shall be of the highest technical and artistic quality.

(4) Content. No programming shall be transmitted which:

(a) Advertises a for-profit enterprise or lottery. Programming which credits a for-profit sponsor for assistance with production costs, information, materials or advice and expertise shall not be disqualified as advertising.

(b) Solicits support for any political cause or candidacy. The following shall not be considered soliciting:

(i) issue-oriented programming where one or more candidates or advocates state his or her position on issues of interest without soliciting for his or her election or the election of another;

(ii) debates where each candidate wishing to participate is given equal time to express his or her views and advocate his or her election;

(iii) open forums where elected officials, candidates or advocates appear to discuss issues in public forum without soliciting for their election or the election of another.

(c) Promotes a lottery, gift, enterprise or scheme that offers prizes awarded on the basis of chance.

(d) Directly or indirectly solicits funds unless specifically authorized by the Committee.

(e) Is obscene or indecent as defined by Federal, State or local law. A program shall be considered obscene if an average person applying community standards finds the program, taken as a whole, appeals to prurient interests and lacks serious literary, artistic, political or scientific values.

(f) Violates any Federal, State or local law regarding invasion of privacy, publicity rights, unfair competition, violation of trademark or copyright protection.

Section 11.05. Minutes of the Programming Committee.

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

Section 11.06. Other Committees.

The Board may establish other committees from time to time and these committees shall have such duties as may be conferred on them by the Board. Appointees must be members in good standing of *PAC 14, Inc.*. Minutes and actions of all such Committees shall be submitted to the Board.

ARTICLE XII.
PERFORMANCE OF PAC 14, Inc.

Section 12.01. Reporting Requirements

An annual report regarding its fiscal and operational activities shall be prepared and distributed to Members and Directors.

Section 12.02. Auditing and Inspection Requirements

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

Section 12.03. Corporate Seal

In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland." Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation or of an Assistant Secretary of the Corporation nominated by the Secretary.

Section 12.04. Bank Accounts and Loans

A. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies designated by the Board of Directors.

B. Such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents.

C. Each bank or trust company with which corporate funds are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents shall have been received by such bank or trust company.

(1) The signature of the officers or agents of the Corporation so authorized to draw from corporate accounts shall, from time to time, be certified to the banks or trust companies in which funds of the Corporation are deposited.

(2) In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

Section 12.05. Loans

A. Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to:

(1) Effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as designated by the Board or Directors;

(2) Assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Corporation, as security for the repayment of such loans, advances, or other forms of credit;

(3) Make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper for such loans, advances or other forms of credit;

(4) Sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same.

B. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to reply upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE XIII. MISCELLANEOUS

Section 13.01. Non-Discrimination

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

preference, religion, disability, political affiliation, or economic status; including those who historically have been denied media access. This Section does not guarantee a right in any person or organization to have any program distributed over the channels governed by *PAC 14, Inc.*

Section 13.02. Meetings of *PAC 14, Inc.*

All meetings of *PAC 14, Inc.* and the Board are open to the public except for those items that are permitted to be the subject of closed meetings under the Maryland Open Meeting Act. Closure of a meeting shall be done in accordance with the Maryland Open Meeting Act. All meetings of *PAC 14, Inc.* and the Board shall be held following Robert's Rules of Order, provided that the failure to observe Robert's Rules of Order shall not invalidate any action taken.

Section 13.03. Fiscal Year

The fiscal year of the Corporation shall end on the last day of December.

Section 13.04. Reimbursements

Any payments made to an officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. The Directors, as a Board, shall enforce payment of each such disallowed amount. In lieu of payment by the officer or other employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE XIV. DISSOLUTION

Section 14.01. Corporate Dissolution

Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization(s) formed and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV. AMENDMENT OF BYLAWS

Section 15.01. Membership Rights Limitation

The Bylaws of *PAC 14, Inc.* may be adopted, amended, or repealed only with the approval of a majority of

the Class A members and a majority of the Class B members.

Section 15.03. Manner of Giving Notice

Class A and B members of *PAC 14, Inc.* shall be notified of any proposal to amend these Bylaws under this Article. Such notice shall be given in the same manner as Section 5.06 of these Bylaws.

CITY OF SALISBURY

WICOMICO COUNTY, MARYLAND

Barrie P. Tilghman,
Mayor

Richard M. Pollitt, Jr.,
County Executive


S:\County Files\WC479\PEG Docs\Bylaws PAC 14 09-0203.wpd

INTER

OFFICE

MEMO

Office of the Mayor

To: City Council
From: John R. Pick 
Subject: Interim PAC 14 By-Laws
Date: April 7, 2009

At your April 6, 2009 work session, Council decided, by consensus, to adopt the By-Laws for PAC 14 that were adopted by the County Council at its February 3, 2009 meeting with the exception that the City Council wanted the By-Laws to be in effect for only a six-month period of time. During this time, it is envisioned that the By Laws will allow a Board of Directors to be created and to begin to function. Before the end of the six-month period, the Board of Directors is to provide recommendations to both the City and County whether these By-Laws should be made permanent or whether amendments should be made to create a more effective governance structure.

If you have any questions, please let me know.

cc: Mayor Tilghman
Brenda Colegrove