

# Petaluma Community Access Incorporated

## BY-LAWS

September 17, 1996 - [revised 1997]

---

### TABLE OF CONTENTS

---

Page No.		By-Laws
	<b>ARTICLE I.</b>	<b>NAME</b>
	Section 1.01:	Name - 1
	<b>ARTICLE II.</b>	<b>OFFICES OF THE CORPORATION</b>
	Section 2.01:	Principal Office - 1
	Section 2.02:	Registered Office and Registered Agent - 1
	<b>ARTICLE III.</b>	<b>PURPOSES</b>
	Section 3.01:	Purposes - 1
	<b>ARTICLE IV.</b>	<b>MEMBERSHIP</b>
	Section 4.01:	Initial Members - 2
	Section 4.02:	Membership Qualifications - 2
	Section 4.03:	Classes of Members - 2
	Section 4.04:	Voting Rights - 3
	Section 4.05:	Dues and Terms of Membership - 3
	Section 4.06:	Transfer of Membership - 3
	<b>ARTICLE V.</b>	<b>MEETINGS OF MEMBERS</b>
	Section 5.01:	Place of Meeting - 3
	Section 5.02:	Annual Meeting of Members - 3
	Section 5.03:	Special Meetings - 3
	Section 5.04:	Notice Requirement for Members' Meeting - 4
	Section 5.05:	Notice of Certain Agenda Items - 4
	Section 5.06:	Manner of Giving Notice - 4
	Section 5.07:	Waiver of Notice of Consent by Attendance - 4
	Section 5.08:	Presiding Officers - 4
	<b>ARTICLE VI.</b>	<b>VOTING BY MEMBERS</b>
	Section 6.01:	Quorum - 5
	Section 6.02:	Loss of Quorum - 5
	Section 6.03:	Adjournment and Notice of Adjourned Meetings - 5
	Section 6.04:	Eligibility to Vote - 5
	Section 6.05:	Voting - 5
	Section 6.06:	Approval by Majority Vote - 5
	Section 6.07:	Action by Written Ballot Without a Meeting - 5
	Section 6.08:	Record Date for Notice, Voting, Written Ballots and Other Actions - 6
	Section 6.09:	Proxy - 6

<b>ARTICLE VII.</b>	<b>THE BOARD OF DIRECTORS</b>	
Section 7.01:	General Powers of the Board of Directors	- 7
Section 7.02:	Qualifications	- 7
Section 7.03:	Composition of the Initial Board	- 7
Section 7.04:	Composition of the Ongoing Board	- 7
Section 7.05:	Term of Board Members	- 7
Section 7.06:	Resignation	- 8
Section 7.07:	Events Causing Vacancies	- 8
Section 7.08:	Filling Vacancies	- 8
Section 7.09:	Regular Meetings	- 8
Section 7.10:	Organizational Meetings	- 9
Section 7.11:	Special Meetings	- 9
Section 7.12:	Quorum	- 9
Section 7.13:	Majority Vote	- 9
Section 7.14:	Compensation	- 9
<b>ARTICLE VIII.</b>	<b>THE ELECTION OF DIRECTORS</b>	
Section 8.01:	Nomination of Board Members	- 9
Section 8.02:	Nomination by Petition	- 9
Section 8.03:	Inspectors of Election	- 10
Section 8.04:	Election by Mailed Ballot	- 10
Section 8.05:	Certification of Election	- 10
<b>ARTICLE IX.</b>	<b>OFFICERS</b>	
Section 9.01:	Qualifications of Elected and Appointed Officers	- 10
Section 9.02:	Designation of Officers	- 10
Section 9.03:	Election of Officers	- 11
Section 9.04:	Resignation of Officers	- 11
Section 9.05:	Removal of Officers	- 11
Section 9.06:	Vacancies	- 11
Section 9.07:	Terms of Office	- 11
Section 9.08:	Chairperson	- 11
Section 9.09:	Executive Director	- 11
Section 9.10:	Vice-Chairperson	- 11
Section 9.11:	Secretary	- 12
Section 9.12:	Treasurer	- 12
<b>ARTICLE X.</b>	<b>INDEMNIFICATION AND INSURANCE</b>	
Section 10.01:	Indemnification of Officers	- 12
Section 10.02:	Exemption of Property	- 12
Section 10.03:	Insurance	- 12
<b>ARTICLE XI.</b>	<b>COMMITTEES OF THE BOARD</b>	
Section 11.01:	Standing Committees	- 13
Section 11.02:	Duties of the Executive Committee	- 13
Section 11.03:	Duties of the Finance Committee	- 13
Section 11.04:	Duties of the Nominating Committee	- 13
Section 11.05:	Minutes of Standing Committees	- 14
Section 11.06:	Other Committees	- 14
<b>ARTICLE XII.</b>	<b>PERFORMANCE OF PCA</b>	
Section 12.01:	Reporting Requirements	- 14
Section 12.02:	Auditing and Inspection Requirements	- 14
<b>ARTICLE XIII.</b>	<b>MISCELLANEOUS</b>	

Section 13.01:	Non-Discrimination	- 14
Section 13.02:	Meetings of PCA	- 14
<b>ARTICLE XIV.</b>	<b>DISSOLUTION</b>	
Section 14.01:	Corporate Dissolution	- 14
<b>ARTICLE XV.</b>	<b>AMENDMENT OF BYLAWS</b>	
Section 15.01:	Membership Rights Limitations	- 15
Section 15.02:	Member Approval Required	- 15
Section 15.03:	Amendments by Members	- 15
Section 15.04:	Manner of Giving Notice	- 15