

Public Records Request #2266

The following materials have been gathered in response to public records request #2266. These materials include:

- Public Access Services Agreement – Charlotte Mecklenburg Public Access Corporation
- Bylaws of the Charlotte-Mecklenburg Public Access Corporation

This information was provided as a response to a public records request on 4/17/19 and is current to that date. There is a possibility of more current information and/or documents related to the stated subject matter.

Further Information

For further information about this request or the Citywide Records Program, please contact:

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PUBLIC ACCESS SERVICES AGREEMENT

THIS PUBLIC ACCESS SERVICES AGREEMENT (the "Agreement"), is entered into this 27th day of May 2009, (hereinafter the "Effective Date") by and between the City of Charlotte, a North Carolina municipal corporation, hereinafter referred to as the "City", and the Charlotte Mecklenburg Public Access Corporation, a non-profit corporation organized and existing under the laws of the State of North Carolina, hereinafter referred to as the "CMPAC".

RECITALS

WHEREAS, the parties hereto previously entered into a Public Access Services Agreement dated May 8, 2000; and

WHEREAS, due to changes in State law and the termination of the City's cable television franchise agreement with Time Warner Cable, certain provisions in the May 8, 2000 are obsolete; and

WHEREAS, City Council has approved the CMPAC to serve as the entity responsible for providing Public Access Facilities and Support and authorized the City Manager to enter into contract with the CMPAC for the performance of such services; and

WHEREAS, the City and the CMPAC have negotiated and agreed regarding the above-referenced services and desire to reduce the terms and conditions of their agreement to this written form;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and in further consideration of the covenants and representations contained herein, the parties agree as follows:

AGREEMENT

1. SCOPE OF SERVICES

1.1. The CMPAC shall, in a satisfactory manner as determined by the City, perform the services and conduct the program as set forth in the Scope of Services designated as "Exhibit A" attached hereto and by reference made a part hereof.

2. TERM OF CONTRACT

2.1. This contract shall take effect on the Effective Date and shall continue until terminated as provided in Paragraph 8 of this Agreement; except that it is understood that, the terms and conditions of this Agreement, including the Scope of Services, may be revised by mutual agreement of the parties.

3. COMPENSATION AND METHOD OF PAYMENT

- 3.1. Within fifteen (15) days after execution of this Agreement, the City shall make a one-time payment to CMPAC in the amount of \$37,695. This payment reflects the loss to CMPAC of direct access support payments from Time Warner Cable during this Fiscal Year, 2008-2009, due to the termination of the Time Warner Cable franchise.
- 3.2. Beginning with the 2010 Fiscal Year commencing July 1, 2009, the City shall make four (4) Quarterly Payments – which shall be due on July 31st, October 31st, January 31st, and April 30th – to the CMPAC. Each Quarterly Payment will be in an amount equal to 1.65% of the total amount of funds that the City received from the State of North Carolina during the twelve (12) month period ending on the immediately-preceding March 31st from the following sources:
 - 3.2.1. State Sales Tax on Video Programming
 - 3.2.2. State Sales Tax on Direct-to-Home Satellite
 - 3.2.3. State Sales Tax on Telecommunication Services
- 3.3. In addition to the payments provided under Section 3.2, the City will pay CMPAC a proportionate share of the NC Supplemental PEG Channel Support Payments within thirty (30) days of the receipt of these funds from the State of North Carolina.
- 3.4. Each payment to the CMPAC under Sections 3.2 and 3.3 shall be accompanied by a statement from the City indicating the total revenue collected from which the CMPAC portion was calculated.

4. REPORTING REQUIREMENTS

- 4.1. The CMPAC shall prepare and submit to the City an Annual Report, in such form as the City may require, pertaining to matters covered by the contract and consistent with the Scope of Services as set forth in Exhibit A. The Annual Report shall be submitted to the City by January 31st of each year.
- 4.2. The Annual Report shall provide both financial and performance data that reflects the CMPAC's progress in fulfilling the requirements set forth in the Scope of Services.
- 4.3. The CMPAC shall prepare and submit to the City additional reports concerning the public access operations upon request of the City.

5. USE AND DISPOSITION OF PROPERTY

- 5.1. Upon termination of this agreement pursuant to Paragraph 8 or dissolution of CMPAC, CMPAC shall transfer all assets and assign the Public Access Equipment and any Leases to the City.
- 5.2. In the case of termination of this Agreement, for whatever reason, all such assets and equipment shall be returned by the CMPAC to the City immediately upon termination. The City shall assume all outstanding debts, liens and encumbrances on all assets and equipment returned to the City upon termination of this Agreement.

6. HUMAN RESOURCES PROVISIONS

6.1. PERSONNEL ADMINISTRATION – CHARACTER AND CONDUCT OF EMPLOYEES

6.1.1. The CMPAC shall require that its employees and representatives serve the public in a courteous, helpful and impartial manner. All employees of the CMPAC in both field and office shall refrain from belligerent behavior and/or profanity. Correction of any such behavior or language shall be the responsibility of the CMPAC.

6.2. NONDISCRIMINATION

6.2.1. The CMPAC shall maintain and enforce a policy of nondiscrimination on the basis of race, color, national origin, religion, physical handicap, sex, or age.

6.2.2. The CMPAC shall adhere to policies and ordinances of the City with regard to commercial nondiscrimination. (NOTE: The City's Nondiscrimination policy for commercial business – Ordinance #2398 may EXCLUDE non-profit agencies when doing business for the City – See Section 2.9)

6.3. DRUG-FREE WORKPLACE

6.3.1. The CMPAC shall provide a drug-free workplace throughout the performance of this Agreement.

6.3.2. The drug-free workplace obligation shall be met by:

6.3.2.1. Establishing a policy and notifying employees and producers that it is unlawful to, dispense, distribute, manufacture, possess, or use any controlled substance on property or anywhere in the CMPAC facilities.

6.3.2.2. Making a good faith effort to continue to maintain a drug-free workplace.

7. ASSIGNABILITY

7.1. The CMPAC shall not assign this Agreement or any interest in this Agreement without the prior written consent of the City.

8. TERMINATION

8.1. This Agreement shall terminate upon dissolution of the CMPAC.

8.2. In addition, this Agreement may be terminated without cause by either party effective June 30th of any year provided that prior to such termination, the terminating party shall give written notice to the other party no later than March 31st of the year in which the termination is to be effective.

9. AMENDMENTS

9.1. All amendments to this Agreement shall be in writing and must be approved by the CMPAC and the City of Charlotte.

10. INDEPENDENT CONTRACTOR STATUS

10.1. It is expressly agreed and understood by the parties that the CMPAC is an independent contractor under this Agreement and is not an agent or agency of the City of Charlotte.

11. TERMINATION OF MAY 8, 2000 AGREEMENT

11.1. The May 8, 2000 Public Access Services Agreement between the parties hereto is hereby terminated in its entirety.

IN WITNESS WHEREOF, the parties hereto have caused this contract to be executed in their names by their duly authorized officers, and their seals to be hereto affixed, the day and year first above written.

ATTESTED:

CHARLOTTE-MECKLENBURG PUBLIC ACCESS CORPORATION:

BY: *Dawn Paul*

BY: *John Meade*

TITLE: NTS BUSINESS MANAGER

TITLE: Executive Director

ATTESTED:

CITY OF CHARLOTTE:

BY: *Melissa Johnson*

BY: *Ch. Kirk*

pp. CITY CLERK

BSS KEY BUSINESS EXECUTIVE

This instrument has been pre-audited in the manner required by the Local Government Budget and Fiscal Control Act.

Deputy Finance Officer

Date

**CITY OF CHARLOTTE – CMPAC AGREEMENT
SCOPE OF SERVICES**

The CMPAC will provide the following services for the City of Charlotte:

1. ADMINISTRATION AND MANAGEMENT

- 1.1. Administer program production and management of the public access channel(s) for the City of Charlotte.
- 1.2. Manage the non-profit organization using sound business and fiscal practices.
- 1.3. Hire and supervise public access facility staff while ensuring compliance with federal, state, and local equal opportunity guidelines and all other applicable laws in the hiring and supervision of personnel.
- 1.4. Make the public access facilities available to all residents and institutions of the City of Charlotte on a nondiscriminatory, first come-first considered bases.
- 1.5. Ensure that no illegal or unconstitutional censorship or control, as defined by federal law and the courts, exists with regard to program content on the public access channel(s).
- 1.6. Maintain the public access facilities and channel time for non-profit and non-commercial programming only. Fundraising on any program is prohibited.
- 1.7. Prepare for the City of Charlotte such regular or special reports as may be required by this Agreement or deemed necessary by the City to review contract performance.
- 1.8. Develop additional sources of funding for public access, such as grants awarded by foundations or local, state, and/or federal institutions to support the public access operations in a manner that does not interfere with the financial support or operations of the public access facilities.
- 1.9. Perform all other functions relevant to the public access channel(s) and this Agreement as may be deemed appropriate.

2. PRODUCTION FACILITIES AND PROGRAMMING

- 2.1. Provide residents within the City of Charlotte – on a nondiscriminatory basis – the necessary resources to produce public access programming, including channel time, equipment, and production facilities free of charge.
- 2.2. Establish and administer all rules, regulations and procedures pertaining to the use and scheduling of the public access facilities and channel(s).
- 2.3. Provide training to residents of the City of Charlotte in the use of production facilities and equipment.

3. PROMOTION

- 3.1. Promote public access programs and support the use of various media as vehicles of expression.
- 3.2. Promote public access programming that reflects the activities, concerns, and interests of the residents of the Charlotte area in a manner that promotes a free exchange of ideas and information.
- 3.3. Develop and promote the concept of community and public access to existing and future communications media.

- 3.4. Encourage the use of public access channels among a wide range of individuals, groups, and institutions that best represents the interests of the City of Charlotte.

4. REPORTING

- 4.1. **Financial Reporting** – The CMPAC will submit reports to the City of Charlotte that accurately reflect the financial position of the public access operations.
 - 4.1.1. **Income/Expense Report** – Provide comparisons of Actual to Budget variance analyses by month and year-to-date within thirty (30) days after the end of each quarter.
 - 4.1.2. **Financial/Operations Audit Report** – Completed annually by a certified public accountant focusing on the efficiency of the public access management and operations.
 - 4.1.3. **Operations Funding Report** – Include funding/revenue amounts and sources such as access support funds, grants, and other fundraising activities quarterly.
- 4.2. **Board of Directors** – The CMPAC will provide the following reports as noted in the CMPAC Bylaws and City of Charlotte guidelines for Boards and Commissions. Policies regarding the ability to serve on the CMPAC board must adhere to the guidelines and policies for Boards and Commissions of the City of Charlotte.
 - 4.2.1. **Board Appointments** – Maintain accurate effective start and end date documentation for the term of each board member. This information should be coordinated and/or reported on an as-needed basis.
 - 4.2.2. **Board Terminations** – Documentation of board vacancies including termination due to attendance or other compliance issues. This information should be reported on an as-needed basis.
 - 4.2.3. **Meeting Attendance** – Documenting the number of meetings held as well as the number of meetings attended by each board member as per City requirements. This report is due within thirty (30) days after regular and/or special board meetings.
 - 4.2.4. **Meeting Minutes** – Minutes should include actionable items with follow-up documentation. Topics covered in executive sessions should also be indicated in the minutes. This report is due within thirty (30) days after regular and/or special board meetings.
- 4.3. **Customer Service** – The CMPAC will provide information on the number and types of complaints and other customer-related issues at least annually and upon request of the City of Charlotte.
 - 4.3.1. **Production and Programming**– Documenting workshops offered and attended, program scheduling, and other information that will provide the City of Charlotte with information on community service and outreach and resource management.
 - 4.3.2. **Complaint/Compliment Report** – Information on the number and outcome of complaints and compliments received from internal and external customers.

- 4.4. **Management** – The CMPAC will provide the City of Charlotte with an Annual Report that addresses the accomplishments, challenges, opportunities, and proposed solutions to issues concerning public access service. The Annual Report should include – at a minimum:
- 4.4.1. **Financial Report** – Including Balance Sheet and Income Statement prepared by a certified public accountant.
 - 4.4.2. **Administration and Management Report** – Including information concerning the operations of the corporation and facility.
 - 4.4.3. **Production and Programming** – Including statistics and other information about training and production opportunities for users of the public access facilities.

BYLAWS OF
THE CHARLOTTE-MECKLENBURG PUBLIC ACCESS CORPORATION

ARTICLE I

OBJECTIVES AND PURPOSES

SECTION 1: The purposes for which the Charlotte-Mecklenburg Public Access Corporation (“Corporation”) is organized are exclusively educational, cultural, charitable, scientific, and religious within the meaning of section 501(c)(3) of the Internal Revenue Law Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (“Internal Revenue Code”). Subject to the foregoing, the purposes of the Corporation are to:

- A. Make available to Charlotte/Mecklenburg County, North Carolina residents, on a non-discriminatory and non-profit basis, the facilities, equipment, and technical proficiency to produce television programs for cultural, educational, health, social service, religious, civic, community, and other non-profit purposes to the public via the public access channel of a commercial television Company;
- B. Promote and develop maximum community involvement in and use of public access facilities and channel for cultural educational, health, social service, religious, civic, community, and other non-profit purposes;
- C. Administer and manage for entirely public purposes and on a non-profit basis the public access channel provided by any commercial cable television company operating in the City of Charlotte for such use;
- D. Serve access channel users with programs reflecting cultural, educational, health, social service, civic, community, and other non-profit activities, concerns, and interests of the residents of Charlotte/Mecklenburg in a manner that promotes a free exchange of ideas and information; and to create an environment which supports diversity of people and viewpoints;
- E. Do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to effectuate the purposes herein expressed and the rules specified, provided such activity is consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code.

SECTION 2: In fulfillment of the permitted purposes and activities described above, the Corporation may purchase, lease, and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property both real and personal both in the State of North Carolina and in all other states, territories, and dependencies of the United States, and generally to perform all acts that may be

deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the Corporation is created.

The Corporation shall also have the powers granted non-profit corporations under the laws of North Carolina, including the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the North Carolina Non-profit Corporation law. However, the Corporation shall carry on only such activities as are consistent with the purposes set forth above and with the requirements of Section 501(c)(3) of the Internal Revenue Code. The powers of the Corporation shall include the authority, on a non-profit basis, to:

- A. Conduct public informational and educational activities concerning public access;
- B. Allocate access channel space and time for public access uses of the cable system;
- C. Provide technical and other assistance for public access programming;
- D. Retain ownership of program production and employ staff;
- E. Ensure use of public access channels in accordance with applicable law;
- F. Other acts necessary and appropriate to carry out the purposes of the Corporation.

SECTION 3: Notwithstanding any other provisions of the Bylaws, the Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or by an organization described in Section 509(a)(3) of the Internal Revenue Code.

SECTION 4: In carrying out the objects enumerated in Section 1, the Board of Directors of the Corporation from time to time shall have broad authority and discretion to use the funds and property belonging to the Corporation in such manner as shall to them seem most conducive to those ends.

SECTION 5: Notwithstanding any other provision of the Bylaws, of the Articles of Incorporation of the Corporation, or of any action taken by the Board of Directors to the contrary, no part of the net earnings or funds of the Corporation shall inure to the benefit of any private individual, firm or corporation; no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; nor shall the Corporation intervene in any political campaign on behalf of any candidate for public office. The Corporation shall act in such manner as to maintain its status as a tax-exempt Corporation under the provisions of Section 501(c)(3) of the Internal Revenue Code and its status as an organization described in Section 509(a)(3) of the Internal Revenue Code, with specific reference to the requirements and prohibitions of its Articles of Incorporation.

ARTICLE II

MEMBERS OR STOCKHOLDERS

SECTION 1: The Corporation shall have no members or stockholders.

ARTICLE III

DIRECTORS

SECTION 1: Subject to the provisions and limitations of North Carolina non-profit corporation law and any other applicable laws and subject to the limitations of the Articles of Incorporation or the Bylaws, the Corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

SECTION 2: The number of Directors of the Corporation shall be thirteen (13). Each director shall hold office for three (3) years or until their death, resignation, retirement, removal or disqualification, or until their successor is elected and qualified, if earlier, with terms to be staggered under procedures approved by the Board.

Six (6) Directors shall be appointed by the City Council of Charlotte, North Carolina, subject to the categories restrictions specified in Section 3 below.

Three (3) Directors shall be appointed by the Mayor of the City of Charlotte subject to the categories restrictions specified in Section 3 below.

The remaining **four** (4) Directors shall be elected by the Board and shall be two (2) persons who are Producers/Users of the Corporation, and two (2) members of the general public.
No person shall hold more than two (2) consecutive three-year terms.

SECTION 3: The entities empowered to appoint and elect members of the Board of Directors of the Corporation shall be restricted to selecting among those individuals representing the following categories:

Category Representation Elected or Appointed By:

1. **Public Access-Producers/Users** – Elected by Corporation Board
2. **Public Access-Producers/Users** – Elected by Corporation Board
3. **General Public** – Elected by Corporation Board

4. **General Public**– Elected by Corporation Board
5. **General Public** – Appointed by City Council
6. **General Public** – Appointed by City Council
7. **General Public**– Appointed by City Council
8. **General Public**– Appointed by City Council
9. **General Public**– Appointed by City Council
10. **General Public**– Appointed by City Council
11. **General Public**– Appointed by the Mayor
12. **General Public** – Appointed by the Mayor
13. **General Public** – Appointed by the Mayor

Any producer/user appointed to the Board at a time when both producer/user designated seats are filled, may not function as a producer/user until the term of the seat to which they have been appointed expires. The producer/user will need to decide if they prefer to produce their program, or sit on the Board. The responsibility is placed on the applicant to decide, not on the appointing entity. In addition, since Board seats have term limits, producers wishing to serve on the Board while remaining a producer/user can do so by waiting to apply to the Board until a producer/user seat opens. Current Board members appointed before 5/17/06 are grandfathered in so as not to have to resign their seat as a result of this change.

SECTION 4: The initial Board of Directors named in the Articles of Incorporation shall serve until the first Board of Directors is appointed as provided in Section 2 of this Article and as soon as after the incorporation of the Corporation is possible. Except as provided in the Section 6 of this Article, the Directors shall thereafter be appointed annually at the time of the annual meeting of the Board of Directors.

SECTION 5: A Director shall resign or shall be deemed to have resigned as follows:

- A. Any Director may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the resignation to become effective.
- B. Failure of a Director to participate in three (3) consecutive meetings shall be deemed a voluntary resignation from office, effective seven (7) days following the third meeting. Exceptions may be granted by resolutions of the Board.

SECTION 6: A vacancy occurring on the Board of Directors shall be filled by appointment or election as provided by Section 2 of this Article. A Director appointed to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall be appointed or elected in the same manner as his/her predecessor as provided in Section 2 of this Article.

SECTION 7: The annual meeting of the Board of Directors shall be held in May or June of each year. The meetings of the Board of Directors shall be held at such places within Mecklenburg County, North Carolina as from time to time be determined by a majority of the Board. Regular meetings of the Board shall be held at such time and places as shall from time to time be determined by resolution of the Board of Directors, but such meetings shall be held on at least a quarterly basis. Special meetings may be held at any time upon the call of the President or Vice-President or of not less than one-third of the Board of Directors then in office.

SECTION 8: Notice of the time and place and, in case of special meetings, the purpose, of every meeting of the Board shall be in writing and shall be duly served on or sent, mailed, telefaxed, e-mailed, or telegraphed to each Director not less than two (2) days before the meeting, provided, however, that no notice of adjourned meetings need be given. Meetings can be held at any time without notice if all the Directors are present or if those not present waive notice of the time, place and

if applicable, the purpose, of such meetings by telegram, radiogram, cablegram, telefax, e-mail, or other writing, either before or after the holding thereof.

SECTION 9: A majority of the Directors shall constitute a quorum for the transaction of business, such quorum being determined at the Call to Order of the meeting, and once established quorum shall remain until adjournment of the meeting, and the action of a majority of the Directors present at any meeting at which a quorum is present shall be the action of the Board of Directors; provided, however, that if the Directors shall, severally and/or collectively, consent in writing to any action to be taken by the Corporation, such action shall be as valid corporation action as though it had been authorized at a meeting of the Directors. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

SECTION 10: The Board of Directors shall have the power and authority to carry on the affairs of the Corporation and in doing so may elect or appoint all necessary officers or committees may employ all such employees as shall be requisite for the conduct of the affairs of the Corporation; may fix the compensation of such persons; may prescribe the duties of such persons; and may dismiss any appointed officer or agent without previous notice. The Board of Directors may, in the absence of an officer, delegate his/her powers and duties to any other officer or a Director for the time being.

- A. No employee compensation, bonus, benefit, or other financial remuneration may be made without the approval of the Board of Directors.
- B. No capital property of the Corporation may be sold, transferred, given, donated, or disposed of without the approval of the Board of Directors.

SECTION 11: Directors shall receive no compensation for services as Directors, but may be reimbursed for any reasonable expenses approved by the Board.

ARTICLE IV

COMMITTEES OF THE BOARD

SECTION 1: The Board shall appoint three standing committees: an Executive Committee, a Finance committee, and a Nominating Committee. Each standing committee shall consist of at least two (2) Board members and shall be appointed from among the members of the Board and such members of the public-at-large as the Board shall determine. No Board member shall serve on more than two (2) standing committees. The Executive Director shall be a non-voting member of each committee.

SECTION 2: The Executive Committee shall have the power to act as the Board or Directors in between Board meetings. Regardless of the Board resolution, the Executive Committee shall not:

- A. Take any final action on any matter that, under North Carolina non-profit corporation law, also require approval of the members of the Board of Directors.
- B. Fill vacancies on the Board;
- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the Board that, by its express term, may not be amended or repealed;
- E. Create any other committee of the Board;
- F. Expend corporate funds to support a nominee for Director; or
- G. Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest.

SECTION 3: The Finance Committee shall review the Annual Financial Statement, approve annual audit reports, and recommend to the Board the selection of and fees to be paid to an independent Certified Public Accountant for the corporation. It shall be the responsibility of the Finance Committee to report to the Board of Directors as to whether the Corporation is meeting its projected budget, on the scope and adequacy of the annual audits and related fees, to monitor and report to the Board of Directors of the effectiveness and adequacy of the Corporation's internal accounting controls, and include in that reports its findings as to whether or not any errors, omissions, criticisms, or recommendations contained in the management letter of the independent Certified Public Accountant, if one accompanies the annual audits, been properly dealt with. The Finance Committee shall have other duties as may be delegated to it by the Board from time to time.

SECTION 4: The Nominating Committee shall design and implement a broad recruitment plan that meets the Corporation's needs and fosters broad-based representation on the Board, and the Nominating Committee shall carry out other duties as may be required by the Board from time to time.

SECTION 5: The minutes or a report of each standing committee shall be submitted to the Board no later than the Board's next regular meeting.

SECTION 6: 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. Minutes and actions of all such Committees shall be submitted to the Board.

ARTICLE V

INDEMNIFICATION AND INSURANCE

SECTION 1: Any member of the Board of Directors and any officer of the Corporation, as a condition of accepting said office, shall be indemnified by the Corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceedings in which he/she is made a party by reason of having been a member of the Board of Directors or an officer of the Corporation, except for breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. Such right of indemnification is not to be deemed exclusive of any right to which he/she may be entitled under the laws of the State of North Carolina, these Bylaws, agreements, or otherwise.

SECTION 2: The private property of the Board of Directors of the Corporation shall not be liable for Corporation debts to any extent whatsoever. This Section of Bylaws shall not be amended except by the unanimous vote of the Board of Directors.

SECTION 3: The Corporation 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 VI

OFFICERS

SECTION 1: The Board of Directors as soon as may be after the appointment of the Directors in each year shall elect from their number a President, one or more Vice-Presidents, a Secretary, and a Treasurer; and may from time to time select one or more Assistant Secretaries and Assistant Treasurers.

The same person may hold any two (2) offices except those of President and Secretary. The Board may appoint such other officers and agents as they may deem necessary for the transaction and affairs of the Corporation.

SECTION 2: No Officer or Director shall serve as an employee of the Corporation.

SECTION 3: All officers must be members of the Board of Directors except an Assistant Treasurer and/or an Assistant Secretary.

SECTION 4: The term of office of all officers shall be one (1) year or until their respective successors are chosen but any officer may be removed from office at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office, whenever, in the judgment of such Directors, the interests of the Corporation will be served thereby. The Board of Directors shall have power to fill any vacancies in any offices occurring for whatever reason.

SECTION 5: The office of the Corporation shall respectively have such powers and perform such duties in the management of the property and affairs of the Corporation, subject to the control of the Directors, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the Board of Directors.

SECTION 6: Subject to such supervisory powers as the Board may give to the President of the Board, if any, and subject to the control of the Board, the Executive Director shall be the general manager of the Corporation and shall supervise, direct and control the Corporation's activities and affairs. The Executive Director shall have such other powers and duties as the Board or these Bylaws may prescribe.

SECTION 7: The President of the Board shall be the principal volunteer officer of the Corporation and shall preside at meetings of the Board and shall exercise and perform such duties and powers as the Board may assign from time to time. If there is no Executive Director, the President of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the Executive Director of the Corporation prescribed by these Bylaws.

SECTION 8: If the president is absent or disabled, the Vice-President shall perform all duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all restrictions on the President. The Vice-President shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

SECTION 9: The Treasurer shall be the principal accounting and financial officer of the Corporation. He/she shall have the charge of and be responsible for the maintenance of adequate books of account for the Corporation; shall have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof; and shall perform all the duties

incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors of the Corporation.

SECTION 10: The Secretary shall have the following duties:

- A. The Secretary shall keep, or cause to be kept, at the Corporation's Principal office or such other place as the Board may direct, a book of Minutes of all meetings, proceedings, and actions of the Board, and of Committees. 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, and the names of those present at the Board and Committee meetings. The Secretary shall keep or cause to be kept, a copy of the Articles of Incorporation and Bylaws, amended to date.
- B. The Secretary shall give or cause to be given, notice of all meetings of The Board required by these Bylaws to be given. The Secretary shall Keep the corporate seal in a safe custody and shall have other powers and perform other duties as the Board or these Bylaws may prescribe.

SECTION 11: The Board of Directors may, from time to time, prescribe the manner of making, signature or endorsement of bills of exchange, notes, drafts, check, acceptances, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agents, who shall, from time to time, be authorized to make, sign or endorse the same on behalf of the Corporation.

ARTICLE VII

TAX YEAR, SEAL

SECTION 1: The tax year of the Corporation shall begin on July 1 and end on June 30 of the following year.

SECTION 2: The Board of Directors shall provide a suitable corporate seal for use by the Corporation.

ARTICLE VIII

REPORTS

SECTION 1: An annual report regarding the Corporation's fiscal and operational activities shall be prepared and distributed. Such a report shall be submitted to the City of Charlotte, North Carolina, Office of Cable TV and Contracts Monitoring.

SECTION 2: The Corporation shall contract for an audit of its records with a Certified Public Accountant, as defined in Chapter 93 of the North Carolina General Statutes, on an annual basis.

ARTICLE IX

MISCELLANEOUS

SECTION 1: Just as our nation must demonstrate the will to acknowledge and correct evidence of inequality, this Corporation must understand how these issues impact its overall purpose. The Corporation is committed to addressing social issues that could inhibit our effectiveness in the Community. Since diversity is a strategic resource, we shall have policies, programs, and initiatives that encourage and sustain diversity. These programs are not peripheral to what we do as a Corporation, they are central to our success.

SECTION 2: All meetings of the Corporation and the Board are open to the public except for those items that are determined by the majority of the Board to be confidential. All meetings of the Corporation, the Board, and the committees shall be held following the most recent edition of Robert's Rules of Order, provided that the failure to observe Robert's Rules of Order shall not invalidate any action taken.

ARTICLE X

LIQUIDATION

SECTION 1: Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all the assets of the Corporation to the City of Charlotte, North Carolina, for exclusively public purposes, preferable for public purposes consistent with the purposes and operation of the Corporation.

ARTICLE XI

AMENDMENTS

SECTION 1: The Bylaws of the Corporation may be amended, added to or repealed, or other or new Bylaws may be adopted in lieu thereof by the affirmative vote of a two-thirds (2/3) majority of the Board of Directors of the Corporation.

Bylaws amended and updated: 7-16-03 Harvey Williams Jr., Secretary, CMPAC
Bylaws amended and updated: 3-16-06, 5-1-06, 1-17-07 by Anja Benbow, Secretary, CMPAC
Bylaws amended and updated: 10-17-13, Linda Webb, Secretary, CMPAC