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BYLAWS OF THE CORPORATION

Revised September 2006

PUGET SOUND ACCESS
Bylaws of the Corporation

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APPENDIX A – PSA BOARD OF DIRECTORS

**PUGET SOUND ACCESS
Bylaws of the Corporation**

**ARTICLE I
NAME OF ORGANIZATION**

Section 1.01 – Name

The name of the organization shall be Puget Sound Access, also known as “PSA” or “the Corporation”.

**ARTICLE II
OFFICES OF THE CORPORATION**

Section 2.01 – Principal Office

The principal office for the transaction of the activities and affairs of PSA shall be located within the State of Washington.

Section 2.02 – Registered Office and Registered Agent

PSA shall have and continuously maintain in the State of Washington a registered office, and a registered agent whose office is identical with such registered office, as required by Washington non-profit corporation law. The registered office may be, but need not be, the same as its principal office in the State of Washington. The registered office or the registered agent at such office, or both, may be changed by the Board of Directors by compliance with applicable provisions of Washington non-profit corporation law.

**ARTICLE III
PURPOSES**

Section 3.01 – Purposes

The Corporation is formed for 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), to provide access to community television services. These specific purposes are described in Article III of the Articles of Incorporation.

**ARTICLE IV
MEMBERSHIP**

Section 4.01 – Membership

The Corporation shall have no voting members. However, the Board of Directors may establish one or more classes of nonvoting members on such terms and conditions as the Board deems advisable.

**ARTICLE V
BOARD OF DIRECTORS**

Section 5.01 – General Powers

1. The supreme authority of the Corporation and the government and management of the affairs of the Corporation shall be vested in the Board of Directors; and all the powers, duties, and functions of the Corporation conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.
2. The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws; and the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation and these Bylaws, shall not be amended or changed.
3. The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.
4. The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

Section 5.02 – Reimbursement

The Board shall serve without pay, although the Directors may be reimbursed for properly documented expenses incurred in the performance of their duties as Directors as approved by the Board.

Section 5.03 – Composition

The Board of Directors shall make every effort to represent the racial, ethnic, geographic, age, social, and economic diversity of the residents of the cities that PSA may serve from time to time. Further, the Board shall make every effort to represent the broad base of community interests and organizations of the cities served, and particularly shall attempt to recruit people as Directors with specific knowledge, expertise, and skills to better serve PSA. Board members shall live or work within the city limits of the member cities of PSA. Each of the member cities of PSA shall have at least one representative on the Board of Directors, which shall also have at least one, but no more than two, producer

representatives. All remaining Board positions will be designated “At-Large”. Directors must be at least eighteen (18) years of age.

Section 5.04 – Manner of Election

In accordance with the contracts of the PSA member cities, each city shall nominate a representative for service on the Board of Directors of PSA. Approval and appointment of nominees shall be made by the Board of Directors of PSA. Directors shall be elected at the annual meeting of the Board of Directors of the PSA by a vote of the Directors as provided in Section 5.17 (entitled “Vote Required for Action”) of these Bylaws. Additional nominations may be made from the floor at any meeting at which new Directors are being elected due to vacancy; provided, however, that the consent of the nominee to his or her election has been obtained in advance and a resume of the nominees background and credentials is made available to the Board of Directors at or before the meeting at which the election occurs.

Section 5.05 - Term of Office

Each Director shall take office at the time and on the date specified by the Board of Directors on Appendix A, as amended, and shall continue in office for a term of two (2) years and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal. There shall no limitation on the number of successive terms of office for which a Director may serve.

Section 5.06 – Additional Representatives

PSA has the right to enter into any form of an agreement with additional cities and is entitled to the right to nominate any one or more representatives to the Board of Directors of PSA. Notwithstanding anything herein to the contrary, the Board of Directors is authorized to fix the precise number of Directors by resolution adopted from time to time by a majority of all of the Directors then in office.

Section 5.07 – Resignation

1. Any Director may resign by providing written notice of their resignation to the Board Chair or Development Vice Chair, to take effect at the next Board meeting or at another specified date. Except on notice to the State Attorney General, no Director may resign when PSA would then be left without an elected or designated Director in charge of its affairs and activities.
2. Failure of a Director to attend three (3) consecutive regular Board meetings, without notifying the Board Chair or Development Vice Chair, shall be deemed a voluntary resignation from the Board, effective ten (10) days after the third meeting. After a voluntary resignation in this manner, the Board Secretary will provide written notice to the full Board of the action. Exceptions may be granted by resolution of the Board.

Section 5.08 – Removal

At a meeting of the Board, one or more Directors may be removed from office, with cause, by two-thirds of the votes cast by Directors then in office. All the Directors must be informed of the intent to vote on the removal of a Board member, in writing, at the

same time notification of the meeting is given, or no less than ten days in advance of a regularly scheduled meeting for which no separate notice is given. Cause for removal of a Board member includes, but is not limited to, a Director having knowingly violated the rules, policies, and/or Bylaws or the Corporation, and/or a Director having carried out activities without Board approval which have legal or financial consequences for the Corporation. Removal of a Director shall be without any prejudice to the rights, if any, of the Corporation under any contract which the Director has signed as an agent of the Corporation.

Section 5.09 – Vacancies

Board vacancies shall be filled by designation or election as set forth in Sections 5.04 of these Bylaws. Additionally, for those directorships that are vacant or about to expire that are not nominated by member cities, the Chair of the Board of Directors of PSA shall appoint a nominating committee consisting of at least two (2) Directors of the PSA. The nominating committee shall solicit suggestions from the cities being served by PSA. The nominating committee shall then nominate candidates for the required directorships as provided in these Bylaws and shall report such nominations to the Board of Directors at least seven (7) days before the meeting at which such new Directors are to be elected. A Director elected by the Board to fill any vacancy shall be considered to be filling the remainder of the term of the Director being replaced.

Section 5.10 – Non-Voting Member

The Executive Director of PSA shall serve as an ex-officio, non-voting member of the Board. Other non-voting members of the Board may be elected by the Board to serve for a specific term, and/or in a specific advisory capacity.

Section 5.11 – Meetings

The Board of Directors shall schedule regular meetings not less than four (4) times a year at a time and place designated by the Board. Regular meetings will be held at a time and place determined by resolution of the Board without other notice than such resolution, unless determined to be in the best interests of the Corporation. Schedules and notices of Board meetings will be made available to PSA clients and staff and the public, and shall be prominently posted in the office of PSA. The Board may invite any non-director to attend any meeting, at its discretion and in accordance with established policies.

Section 5.12 – Annual Meeting

The Board of Directors shall hold an Annual Meeting to elect Board members and Officers and adopt the annual budget. This meeting shall be held in the fourth quarter of the fiscal year at a date, time, and location determined by the Board. Unless waived as contemplated in these Bylaws, notice of time, date, and place of such meeting shall be given by the Board Chair or Development Vice Chair in accordance with these Bylaws.

Section 5.13 – Special Meetings

A Special Meeting of the Board may be called by the Board Chair or by one-quarter of the Board. Written notice stating the time, date, location, and purpose of the meeting shall be provided to each Director no less than five (5) days prior to the meeting. This

notification can take the form of minutes, if the Special Meeting was set at a Board meeting and the minutes are distributed to the Board members. An emergency meeting may be called by the Board Chair or by one-quarter of the Board with only two (2) days advance notice given to Board members describing the time, date, place, and purpose of the meeting. For Emergency Meetings, notice may be given by telephone or through other electronic means if the Director has stated this means of communications is acceptable and has provided an electronic method of delivery. At the Board meeting following a Special or Emergency Meeting, the Board must be given a full report of any business transacted during the meeting.

Section 5.14 – Meeting by Telecommunications

The Board of Directors may permit any or all of the Directors to participate in any meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may simultaneously hear and speak with each other during the meeting.

Section 5.15 – Action without Meeting

Any action which could be taken at a Board meeting may be taken without a meeting if a written consent setting forth the action so taken is signed by the majority of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which shall constitute one and the same document. Any such written consent shall be inserted into the minute book as if it were the minutes of a Board meeting.

Section 5.151 – Procedure for Voting by E-mail

The person who collects the ballots will send the e-mail ballot to all eligible voters. The collector will count the ballots, document, and will report the results to the membership.

Section 5.16 – Quorum

At meetings of the Board of Directors, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 5.17 – Vote Required for Action

Except as otherwise provided in these Bylaws or by law, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. No voting by proxy shall be permitted at any meeting of the Board of Directors.

Section 5.18 – Procedure at Meetings

The Board Chair or his or her designee shall preside at all meetings, which shall be conducted according to Robert’s Rules of Order, revised, unless otherwise agreed to by a majority of Directors present.

Section 5.19 – Conflicts of Interest

It is the responsibility of the Directors to be aware of any conflict of interest with their service on the Board resulting from their associations, employment, financial interests, or

personal concerns. If a Director determines that he or she has a conflict of interest, the Director shall immediately state the nature of the conflict, remove himself or herself from any discussion relating to the matter, and shall abstain from voting on that matter.

ARTICLE VI COMMITTEES

Section 6.01 – Executive

By resolution adopted by a Supermajority of the Directors (as defined herein above), the Board of Directors may designate from among its members an executive committee. The executive committee shall consist of four (4) or more Directors, which number shall always include the Board Chair, Finance Vice Chair, Policy Vice Chair, and Development Vice-Chair. The executive committee shall have and may exercise all of the powers and functions and shall have and may exercise the full authority of the Board of Directors in the management and direction of the affairs of the Corporation to the extent permitted by Washington law and except as otherwise prohibited in these Bylaws in cases where the affirmative vote or approval of a Supermajority of the Directors is required.

Section 6.02 –Committees

The Board of Directors shall establish three committees as follows:

Finance Committee:

Chaired by the Finance Vice Chair who also acts as the board treasurer

- Reviews spending and budget,
- Audits receipts, checkbook,
- Approves payroll (with back up data),
- Makes funding recommendations for capital expenditures
- Reviews budget proposals and works through line item expenditures
- Assures budget is prepared and passed in a timely manner
- Makes budget recommendation to full board
- Reviews monthly reports,
- Reviews status of grant account,
Meets with bank,
- Looks at all financial options and recommendations to see if we could be doing better, Assure compliance with 501c3 rules.
- Gathers information for audit by separate audit committee.
- Conducts an executive session for salary discussions.

The Executive director shall be the appointed staff person to bring info and meet in advisory/information capacity for this committee.

The Finance committee shall follow all the procedures as set out in section 6.02.1 and any other such procedures as determined by the board.

Policies, Programming and Procedures Committee –

Chaired by the Policies Vice Chair

- Determines board policies for regular operating and programming items which are appropriate for board oversight.
- Reviews forms, policy handbook, bylaws, web, employee handbook and any other appropriate materials used by PSA staff to make sure they comply with policies and laws
- Oversight of operational policies regarding channel and facility
- Determine and monitor organizations programs and services
- Assures compliance with related bylaws and policies
- Assure compliance with 501c3 rules. and nonprofit status
- Provides guidance and exercises oversight in respect to membership and training curriculum
- Evolve strategic goals into well-designed programs, to meet needs of clients.
- Evaluate effectiveness and efficiencies of current programs in delivery of services to clients.
- Evaluate program performance against goals and outcomes.

The Policies committee shall follow all the procedures as set out in section 6.02.1 and any other such procedures as determined by the board

Board Oversight, Marketing and Development Committee –

Chaired by the Oversight Vice Chair

- Ensures effective organization planning
- Ensure adequate resources (marketing and fundraising)
- Reviews and oversees PSA marketing and fundraising plans and implementation
- Determine and monitor the organizations programs and services
- Enhance the organizations public image
- Assess the boards performance
- Recruit citizens and board members, maintain responsibility for recruitment materials and assure that board recruitment is conducted.
- Assure compliance with bylaws
- Oversees election committee/rules
- Evaluate program performance against goals and outcomes.
- Develop credible nonprofit fundraising proposals, evaluation plans and business plans
- Reviews web site for effectiveness

The Oversight committee shall follow all the procedures as set out in section 6.02.1 and any other such procedures as determined by the board

Section 6.02.01 Actions of the Committees

Vice Chair acts as chair for their respective committee

Schedules Meetings

Creates Agenda and posts to web site at least five days in advance of meeting

Writes meeting summary for full board

Oversees minutes and back up material

Committees

- Create a vision, mission, strategic goals and a strategic plan related to the full board strategic plan
- Have regularly scheduled monthly meetings (can be by phone conference). Meetings scheduled for a full calendar year, can be canceled if no items are on the agenda. Meetings posted on the Board Website.
- Each committee consists of the chair and two other board members appointed by the Board Chair; plus up to two community members selected by the committee for a maximum of five members.
- A quorum is two board members and one community member or three board members.
- Keep minutes which consist of agenda, motions, decisions, action items, major points, back up documentation/materials and chair summary.
- Motions and recommendations must have three yes votes with at least two board members voting yes to qualify for consent calendar.
- Committee reports (minutes, explanations, motions and recommendations) are posted on the board web site within ten working days of the meeting and not less than five working days before the next full board meeting.
- All qualifying votes and recommendations get put on the consent calendar for the next board meeting. Items not qualifying for consent calendar may be tabled or moved to the full board.
- Submits consent items to the Board Chair for inclusion in the next full board

Board Chair is automatic member of every committee, attends as needed for quorums, etc. if notified in advance.

Non appointed board members may attend other committee meetings (as nonvoting members) when they have an interest in an agenda item.

Consent calendar is passed as one item at the full board meeting

A board member can request to pull an item off the consent calendar for discussion at a full board. Requires a second.

It is assumed that board members will review all committee summaries and materials prior to the full board meeting and make every effort to address their concerns with the committee chair prior to the full board meeting.

Community members of committees may be guests at full board meetings. They are generally nonparticipatory, unless asked to give input and are always nonvoting.

The Board of Directors may establish other committees, not having and exercising the authority of the Board of Directors in the management of the Corporation, as it deems necessary and desirable to accomplish the business of the Board of Directors and the

Corporation. It shall be the function and the purpose of each such committee to advise the Board of Directors; and each such committee shall have the powers and perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the Corporation or these Bylaws, as may be prescribed for such committees by the Board of Directors. A committee shall not have fewer than three (3) members. Individuals who are not Directors of the Corporation may be appointed to committees if deemed desirable by the Board, but the majority of members that constitute a committee must always be Directors, and at least one Director must be present to constitute a committee quorum.

Section 6.03 – Meetings

Committee meetings shall be held at a date, time, and location established by the committee. Notice of a committee meeting shall be provided to committee members no less than three (3) days in advance of a committee meeting. Committees are also subject to the provisions concerning Meeting by Telecommunication and Action without Meeting set forth in Sections 5.14 and 5.15, respectively.

Section 6.04 – Quorum

A committee quorum shall be a majority of committee members, and shall contain at least one committee member who is a Director of the Corporation.

Section 6.05 – Reporting

Committee reports, providing a summary of any action taken, shall be provided to the Board of Directors at the Board meeting following a committee meeting. Reports may be written or verbal and shall be part of the minutes of the Board meeting.

Section 6.06 – Composition of Advisory Committees

If deemed advisable by the Board, the Board shall assist in organizing a standing advisory group consisting of individuals with diverse expertise who will advise the Board on specific technical or strategic areas related to community media services. Members of advisory committees need not be members of the Board of Directors, but at least one Director shall serve on each such advisory committee.

Section 6.07 – Limitations on the Powers of Committees

No committee of the Board of Directors may:

- (a) Approve dissolution, merger, or the sale of all or substantially all of the Corporation's assets, or revoke the dissolution, merger, or sale of assets as previously resolved by the Board;
- (b) Elect, appoint, or remove Directors or fill vacancies on the Board or any of its committees; or
- (c) Adopt, amend or repeal the Articles of Incorporation or Bylaws or any resolution of the Board of Directors.

The full Board remains responsible for the actions of the committees.

ARTICLE VII OFFICERS

Section 7.01 – Designation

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The Officers of the Corporation shall be a Board Chair and three Vice Chairs elected annually by and from the Board of Directors. Other officers and assistant officers may be designated and elected at the discretion of the Board of Directors. One person may hold two or more offices simultaneously, with the exception of the Chair and the Development Vice Chair Except for the duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe.

Section 7.02 – Election

The officers shall be elected at the Annual Meeting and shall serve at the pleasure of the Board. Nominations shall be submitted in writing or taken from the floor. Self-nomination is valid, and nominations need not be seconded. Before election, a nominee must consent to be considered for office. The term of office shall be one year. Officers shall serve until their term is complete and their successors are elected, or until their death, resignation, or removal. An officer may be re-elected without limitation on the number of terms, as long as the Officer is serving as a Director subject to the limitations set forth in Article V of these Bylaws.

Section 7.03 – Resignation

An officer may resign at any time by giving written notice to the Board Chair or Development Vice Chair, or other officer. An officer may resign office and still remain a Director, although Officers are subject to the resignation procedures set forth in Section 5.07 of these Bylaws.

Section 7.04 – Removal

An officer may be removed from office by a two-thirds vote of the full Board if it is determined that it is in the Corporation's best interests to do so. The removal process shall follow the same procedures and is subject to the same conditions set forth in Section 5.08 of these Bylaws.

Section 7.05 – Vacancies

Any vacancy in an office may be filled by the Board, following a ten (10) day notice to the Board of intent to do so.

Section 7.06 – Duties of Officers

1. Board Chair: The Board Chair shall preside over all meetings of the Board of Directors unless otherwise designated, shall assure that the Board of Directors is advised on all significant matters of the Corporation's business, and shall act as a principal representative of the Corporation. The Board Chair shall sign, along with other such officers and individuals authorized by the Board, any deeds, leases, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, unless otherwise delegated by the Board or these Bylaws to some other officer or individual of the Corporation, or as otherwise required by law. The Board Chair shall, in general, perform all duties incident to the office, and shall have such other powers and the Board of Directors may prescribe other duties as deemed necessary. In addition the Board Chair shall be the primary liaison with the PSA Executive Director, act as Chair for the Personnel Committee and shall be an automatic member of all committees and act as an

alternate voting member in the absence of any voting board member on any committee, with appropriate notice whenever possible. The Chair shall appoint the committee members of each committee with the exception of the elected vice-chair. The chair shall be responsible for overseeing board staff in preparation of the minutes of the Board meetings and record keeping. This shall include a record at the registered office of the names and addresses of the Directors and Officers, and shall, in general, be responsible for oversight of the staff preparation of paperwork, record keeping, and external correspondence of the Board, unless otherwise directed by the Board. The minutes shall include the date, time, and place that a meeting was held, whether the meeting was regular, annual, or special, the names of those present, and a summary of any reports given or action taken. The minutes shall be available to Board members no less than seven (7) days prior to a regularly scheduled Board meeting. It shall also be the Chair's duty to oversee staff in keeping a copy of the Articles of Incorporation, as amended to date.

2. Development Vice Chair: The vice chair shall act as committee chair for the Board Development/marketing committee. In addition, the Board Development Vice Chair shall perform those duties and exercise those powers of the Board Chair in the event of the Board Chair's absence, death, inability or refusal to act, and when so acting shall have all the powers and be subject to all the restrictions on the Board Chair. The Vice Chair shall, in general, perform all duties incident to the office, and shall have such other powers and the Board of Directors may prescribe other duties as deemed necessary.

3. Policy Vice Chair: The Vice Chair shall be responsible for acting as chair and conducting the business of the Policy, Programming and Procedures Committee.

4. Finance Vice Chair: The Finance Vice Chair/Treasurer shall oversee the fiscal administration of the Corporation, and shall be responsible for keeping and maintaining adequate and correct books and accounts of PSA's property and transactions. The Finance Vice Chair shall give to the Board such financial statements and reports as are required 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. The books and records may be inspected annually by a Certified Public Accountant, as determined by the Board. It shall be the duty of the Vice Chair to readily provide the Executive Director or the Board with all financial information, payments, and documents that require signatures or other official action. The Vice Chair shall perform other such duties as assigned by the Board. The Finance Vice Chair shall Chair the Finance Committee.

Section 7.07 – Executive Director

An Executive Director shall be hired, supervised, and evaluated by the Board of Directors of the Corporation. The Executive Director shall be the chief staff officer of the Corporation. As such, the Executive Director shall supervise and have general charge of the operations of the Corporation and shall assist the officers in carrying out the policies, programs, orders and resolutions of the Board of Directors as adopted from time to time. The Executive Director shall serve as an ex officio member of the Board of Directors and shall keep the Board of Directors and all officers and committees of the Corporation fully

informed as to the business and affairs of the Corporation and shall consult freely with them concerning the business and affairs of the Corporation. The Executive Director shall perform such other duties and shall have such other authority and powers as the Board of Directors may from time to time prescribe.

Section 7.08 – Other Officers

The Board of Directors may elect or appoint other officers as it deems necessary and advisable. They may hold their offices for such terms, have such authority, and perform such duties as shall be determined by the Board of Directors.

ARTICLE VIII LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 8.01 – Limitation of Liability

1. A director of the corporation shall not be personally liable to the corporation or its members for monetary damages, for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit in money, property or services,
2. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.
3. If the Washington Nonprofit Corporation Act or, by reference, if appropriate, the Washington Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Washington Nonprofit Corporation Act or the amended Washington Business Corporation Act, as appropriate.
4. In the event that any of the provisions of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

Section 8.02 – Indemnification

1. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or, being or having been such a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect

to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee, or agent or in any other capacity, shall be indemnified and held harmless by the corporation, to the fullest extent permitted by applicable law as then in effect, against all expense, liability, and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties, and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, except as provided in paragraph (2) herein below with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with the proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. No indemnification shall be provided under this paragraph (1) if the corporation is prohibited by the Washington Business Corporation Act, as applicable to nonprofit corporations, or other applicable law as then in effect from paying such indemnification. The right of indemnification conferred in this paragraph (1) shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of any undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this paragraph (1) or otherwise.

2. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of disinterested directors or otherwise.
3. The corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee, or agent of the corporation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability, or loss under the Washington Business Corporation Act, as applicable to nonprofit corporations. The corporation may, without further action of the members, if any, enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.
4. The corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses (either in advance of or after the final disposition of a proceeding) to employees and agents of the corporation, within the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation, or pursuant to

rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applicable to nonprofit corporations, or otherwise.

Section 8.03 – Exemption of Property

The private property of the Board of Directors of PSA shall not be liable for corporate debts to any extent whatsoever. This section of these Bylaws shall not be amended except by a two-thirds vote of the full Board.

Section 8.04 – Insurance

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 IX
NO DISCRIMINATION**

Section 9.01 – No Discrimination

The Corporation shall not discriminate against individuals, groups, and/or organizations in providing services, hiring employees, or otherwise upon the basis of gender, race, creed, ancestry, marital status, sexual orientation, religion, color, age, national origin, political affiliation or ideology, economic status, or the presence of any sensory, mental or physical disability. This Section does not guarantee a right for any person or organization to have any program distributed over the channel(s) under the control of PSA.

**ARTICLE X
FINANCIAL MANAGEMENT**

Section 10.01 – Contracts

The Board of Directors may authorize any officer or designated employee of the Corporation to enter into any contract and execute and deliver on behalf of the Corporation. No Director, officer or employee may execute and deliver such contract on behalf of the Corporation without prior authorization by the Board.

Section 10.02 – Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless approved by the Board of Directors. The Corporation may not lend money to or guarantee the obligation of a Director or officer of the Corporation.

Section 10.03 – Checks and Drafts

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued on behalf of the Corporation shall be signed by an officer or designated employee of the Corporation and in such a manner as determined by the Board of Directors. In the absence of such determination by the Board of Directors, such

instruments shall be signed by the Finance Vice Chair/Treasurer of the Corporation and countersigned by the Board Chair or Policies Vice Chair of the Corporation.

Section 10.04 – Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories or investment vehicles as determined by the Board of Directors.

Section 10.05 – Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or grant for the non-profit purposes of the Corporation.

Section 10.06 – Puget Sound Access Foundation (PSAF) Board of Advisors

The Board of Directors shall appoint no less than three and no more than thirteen individuals to constitute an Advisory Board for the PSAF funds. The membership, appointment, and other conditions governing this Advisory Board shall be as set forth in Section 3 of the Puget Sound Access Foundation trust agreement entered into by AT&T Broadband and Wells Fargo on June 25, 2001. A copy of the trust agreement can be obtained upon request to the PSA Executive Director.

**ARTICLE XI
BOOKS, RECORDS AND REPORTING**

Section 11.01 – Books and Records

The Corporation shall keep correct and complete books and records of accounts; current copies of the Articles of Incorporation and Bylaws; minutes of the meetings of its Directors and committees; and the names and addresses of Directors and officers, at its registered office. Any Director may inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

Section 11.02 – Reporting

An annual report regarding the fiscal and operational activities of the Corporation shall be prepared and distributed by the Board Chair, with the assistance of other Directors or designated employees as necessary.

Section 11.03 – Auditing Requirements

A Finance Committee approved by the Board of Directors shall audit the financial records and accounts of the Corporation on an annual basis and prepare a report for the Board. The Corporation may contract with a Certified Public Accountant for this same purpose, in place of the Finance Committee if deemed appropriate by the Board, unless a jurisdiction with which the corporation has a service agreement requests a formal audit by a CPA, in which case the jurisdiction shall pay for the audit.

**ARTICLE XII
GENERAL PROVISIONS**

Section 12.01 – Amendments of Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by a two-thirds vote of the full Board at any regular meeting, provided that as amended the Bylaws shall not contain any provision that shall permit the Corporation to carry on any activity not allowed by the Corporation's tax exempt status. Notice setting forth the proposed amendment, or a summary of the proposed changes, and stating the place, date, and time of the meeting shall be delivered to each Director not less than ten days prior to the date of the meeting.

Section 12.02 – Fiscal Year

The fiscal year of the Corporation shall be from January 1 of one year to December 31 of the same year unless otherwise designated by the Board of Directors.

Section 12.03 – Manner and Waiver of Notice

Any notice required to be given to any Director or officer under these Bylaws or as otherwise required by law shall be given in writing at least ten (10) but not more than ninety (90) days before the meeting date. Notice shall be delivered in person or by mail, unless otherwise specified in these Bylaws. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to such Director or officer at the address as it appears in the records of the Corporation, with postage paid. A waiver of any notice in writing, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting by a Director shall constitute a waiver of notice of the meeting unless the Director objects at the beginning of the meeting to the transaction of any business because the meeting was not rightfully called or convened. 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 12.04 – Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instrument.

Section 12.05 – Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.