

**RESTATED BY-LAWS
MINNEAPOLIS TELECOMMUNICATIONS NETWORK (MTN)**

**SECTION 1
OFFICES**

1.1 Offices

The principal office of the corporation shall be located in Minneapolis, Minnesota. The Corporation may have offices at such other places, either within or without the State of Minnesota, as the Board of Directors may from time to time designate.

**SECTION 2
MEMBERS**

2.1 Qualifications

The Members of the corporation shall be the duly elected members of the Minneapolis City Council (hereafter collectively called the "City Council") and the Mayor of the City of Minneapolis (hereafter the "Mayor").

2.2 Transferability

A Member may not voluntarily or involuntarily transfer his or her membership or any rights arising there from.

2.3 Dues

- a. No Member shall be liable to the Corporation for any dues, subscriptions or assessments of any kind except as may specifically be agreed to in writing.

2.4 Annual Meeting

- b. An annual meeting of the Members of the Corporation shall be held for the purpose reporting on the state of the corporation and for the transaction of such other business as may properly come before the meeting. Unless otherwise ordered by the Board of Directors, said annual meeting shall be held at the call of the President of the City Council, at the time and place designated by such call.

2.5 Special Meeting

- c. Special meetings of the Members may be called for any purpose by the President of the City Council or by the Board of Directors, and shall be called by the President of the City Council at the request of three or more Members at such time and place designated, and upon such notice provided hereafter to all Members entitled to vote at the meeting.

2.6 Notice of Meeting

- d. Written notice stating the place, day and time of the meeting and, in case of a special meeting or any matters concerning which special notice is required, the purpose for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, either personally or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his or

her address as it appears on the books of the Corporation, postage prepaid. A Member may give written waiver of notice as provided by law, before, or after a meeting. Attendance at a meeting shall constitute a waiver of notice of said meeting by the attending Member, except where a Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.7 Quorum

- a. A majority of the Members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at any meeting as originally noticed. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

2.8 Telephone Meetings and Actions without Meeting.

To the extent permitted by Minnesota law, any action required to or which may be taken at any meeting of Members may be taken without a meeting, or without any or all persons physically being present, either:

- a. In a meeting conducted by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting may simultaneously hear each other, whether or not any of the persons are physically present at the meeting, and participation in a meeting in this manner shall constitute presence in person at a meeting; or
- b. By a consent in writing setting forth the action so taken signed by all of the Members. In either event, any officer may certify any action taken in such manner to any interested party as an action taken at a meeting lawfully convened and held.

SECTION 3

BOARD OF DIRECTORS

3.1 Powers of Board

1. All corporate powers, except such as are otherwise provided for in the Articles of incorporation, these By-Laws or the laws of the City of Minneapolis and State of Minnesota, shall be vested in and exercised by the Board of Directors.

3.2 Number and Qualifications.

1. Directors - There shall be nine (9) Directors each of whom shall be an individual who lives, works, or is engaged in business within the City of Minneapolis.
2. Ex-Officio Representatives - There shall be three (3) Ex-officio Representatives to the Board who shall be: a representative designated by the Minneapolis Cable Communications Office, a

representative designated by the Cable franchisee serving the City of Minneapolis, and a representative designated by the Minneapolis Public School District. Ex-officio Representatives shall have the right to take part in all Board discussions and to sit with the Board at all of its meetings. They shall have no voting rights and shall not be Directors of the Corporation.

3.3 Method of Appointment.

1. Appointment of First Eight Directors. The Members shall appoint nine (9) Directors, with the City Council appointing five (5) directors and the Mayor appointing three (3) directors. The ninth director shall be nominated jointly by the City Council President and the Mayor. The City Council shall appoint or reject the nominee. If the nominee is rejected, the Mayor and City Council President may make further nominations to the City Council. If a ninth director has not been appointed within sixty (60) days after the end of the term of the previous director holding this seat, the Mayor shall submit up to three nominees to the City Council. The City Council shall then appoint the ninth director and may either select a nominee submitted by the Mayor which selection shall not be subject to Minneapolis City Charter, Chapter 3, Section 1; or select any other person subject to Minneapolis City Charter 3, Section. 1.

3.4 Terms of Appointment

A. The terms of office for the Directors shall be staggered. The terms of all Directors shall be four years.

B. Resignations.

1. Written: Any Director may resign at anytime by giving written notice to the Chair. Such resignation shall take effect at the time specified therein.
2. Unwritten: Any Director shall be deemed to have voluntarily resigned if that person fails to appear at three consecutive regular and special meetings as set forth in Article 3.7 herein. Any Director shall be deemed to have voluntarily resigned if that person fails to appear at one - half of the regular and special meetings as set forth in Article 3.7 herein in any twelve - month period.
 - a. Notice to Members: The Chair (or Vice Chair in the event of the resignation of the Chair) shall give written notification to the Members of any vacancy as a result of a written or unwritten resignation.
 - b. A Director may be removed at anytime, with or without cause, by the Members eligible to elect the Director. Written notice of the removal shall be given to the Director and to the Chair.
 - c. Each vacancy in an unexpired term shall be filled in the same manner in which the original appointment was made and shall be for the unexpired term. A newly appointed Director may complete the term of a previously appointed Director and still be eligible to further serve two complete terms.
 - d. The maximum number of terms a Director may serve is two (2).

3.5 Duties of Director

1. **The Board shall:**
 - a. Adopt an annual operating budget subject to the approval of the City Council, which shall be subject to Minneapolis City Charter, Chapter 3. Section 1.

- b. Adopt an annual capital budget subject to the approval of the City Council, which shall be subject to the Minneapolis City Charter, Chapter 3, Section 1.
- c. Adopt operating by-laws by a majority vote or the Board of Directors and Members.
- d. Adopt an Affirmative Action and Women/Minority Business Enterprise plan consistent with the ordinances and policies of the City of Minneapolis.
- e. Provide regular operational and financial reports as well as an annual budget request to the City. The Cable Communications Office will use those reports to evaluate performance and recommend action to the City Council as provided within the franchise ordinances.
- f. Have all other powers and duties of the board of directors of a public, nonprofit corporation as permitted by law.

2. The Board may:

- a. Operate, maintain,. And/or contract for use of allocated access channels.
- b. Contract for goods and services.
- c. Hire or contract for services of an Executive Director who may hire any other staff or contract for services of any other individual consistent with the approved budget and Affirmative Action and Women/Minority Business Enterprise Programs, and in the case of contracts with the concurrence of the Board of Directors.
- d. Recommend changes to franchise ordinances to the City Council and Mayor.
- e. Provide programming and services consistent with franchise ordinances. The Board may delegate to committees of their own number or to officers of the corporation such powers as they may see fit. The Directors also may create such other committees, standing or temporary, for the purpose of assisting in the formation, development, promotion and assistance of the corporation and the accomplishments of its objectives, as the Directors may determine necessary and proper.

3.6 Conflicts of Interest.

No Director shall:

- a. Be employed by or have a financial interest in any company holding a cable franchise in the State of Minnesota;
- b. Have a contract or currently be seeking a contract with any franchised cable company in Minnesota or with this corporation;
- c. Be employed by or have a financial interest in any company currently seeking a contract or holding a contract with any franchised cable company in Minnesota or with this corporation;
- d. Be a for-profit buyer or licensee of telecommunications time or programs;
- e. Be employed by or have a financial interest in any company which is a for-profit buyer or licensee of telecommunications time or programs.
- f. Be employed by or have a financial interest in any operation directly competing with cable operation in the City of Minneapolis; or
- g. Deal or contract with the Corporation in any manner, either personally or through any business entity in which the Director is an employee, director or owner, either of record or beneficially, nor shall any Director or business entity with which any Director has any relationship enter into a sub-

contract with a contractor or the Corporation as vendor, purchaser, or otherwise. Nothing contained herein, however, shall prevent a Director or any business entity in which a Director is an employee, director or owner from making grants of funds to the Corporation, or prevent a Director from using facilities or channels over which the Corporation has jurisdiction on an equal basis with other users. A Director may be a subscriber to cable telecommunications. The franchise agreement between the City of Minneapolis and a cable franchisee shall not be considered a contract for the purpose of determining whether a conflict of interest exists on the part of the employees of the City of Minneapolis.

3.7 Board Meetings.

- a. **Regular Meetings.** The Board shall meet at least once every two (2) months at such time and place as the Directors from time to time determine for the purpose of transacting such business as may properly come before the Board. Notice of each regular meeting of the Board shall be mailed to each Director and Ex-Officio Representative at least five (5) days prior to the meeting. The notification shall include the location, date and agenda of the meeting.
- b. **Special Meetings.** Special meetings of the Board may be called by the Chair, and must be called by the Chair upon the written request of at least two (2) Directors. Notice of a special meeting of the Board shall be either mailed, hand-delivered or given verbally not less than forty-eight (48) hours prior to the meeting. The notice shall include the location, the, date and purpose of the special meeting. If notice is given by mail, it shall be deemed given when it would normally be received by regular mail (i.e. two postal delivery days after postmark).
- c. **Notice.** The Corporation shall give notice and the Board of Directors shall conduct all meetings of the Board in accordance with the Minneapolis/Minnesota Public Meeting Laws. The Corporation shall treat all of its records as public records in accordance with the Minneapolis/Minnesota Public Records Laws.
- d. **Waiver of Notice.** Any Director may waive notice of any meeting. The attendance of a Director a meeting shall constitute a waiver of notice of such meeting except where a Director attends meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- e. **Compensation.** Directors shall be compensated for their services as Directors and shall be reimbursed by the Corporation for necessary expenses incurred in the execution of the their duties and responsibilities.
- f. **Quorum.** A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

g. **Rules of Order.** Unless otherwise provided by these By-Laws, Robert's Rules of Order shall prevail.

3.8 Review by Members.

The Board may adopt such guidelines, criteria, rules, regulations or plans as may be necessary to exercise its powers, provided that:

All guidelines, criteria, rules, regulations or plans adopted by the Board shall be forwarded to the Members for their approval, disapproval, amendment or referral back to the Board for further consideration. The Members shall act within sixty (60) days of receipt of the Board's actions, which actions shall be subject to the Minneapolis City Charter, Chapter 3, Section 1.

Actions not acted on by the Members within sixty(60) days shall be filed with the City Clerk and shall be effective upon filing unless a later date is specified in the action.

The Members shall have the power at any time to review and amend any action of the Board.

3.9 Action without Meeting. Any action which might be taken at a meeting of the Board of Directors may be validly taken without a meeting, by action in writing setting forth the action so taken, signed by all of the Directors entitled to vote with respect to the subject matter thereof. Any such actions in writing shall be filed with the Secretary of the corporation.

3.10 Other Meetings. Action may be taken at Directors meetings conducted by conference telephone or other communications equipment by which the Directors may simultaneously hear one another.

3.11 Committees. The Board of Directors may appoint such committees as it deems proper and may prescribe the duties and functions of such committees.

SECTION 4
OFFICERS

4.1 Term of Office and Qualification.

The principal officers of the corporation shall be a Chair and Vice-Chair, all of whom shall be elected by the Board of Directors. All principal officers shall be Directors of the Corporation. Each officer shall serve for a term of one year, subject to removal by majority vote of the entire Board of Directors at any meeting to which notice of consideration of such action shall have been duly given. In the event that any office shall become vacant due to death, removal, resignation or other cause, the Board shall appoint a successor to complete the term of the vacant office.

4.2 Chair. The Chair shall preside at all meetings of the Directors and shall discharge such other duties as may be prescribed from time to time by the Board of Directors. If the Chair is not available, these duties shall be discharged by the Vice-Chair.

4.3 Other Officers. The Board of Directors may create such additional offices as may be considered necessary or desirable in addition to those described above. The duties, authority, appointment, tenure, succession, and removal of such additional offices shall be as the Board of Directors shall provide.

4.4 Election Procedure.

1. All elections shall be conducted by secret ballot.
2. In the case of a tie vote for any office, a run-off secret ballot will be held. If the tie is not broken after three run-offs, the election will be decided by a coin toss.

4.5 Terms of Office

1. No officer shall serve more than two consecutive years in the same office. This does not preclude a person from holding the same office a second time, but there must be a lapse of at least a year between.

SECTION 5 CITY USE OF CHANNEL CAPACITY

The City of Minneapolis may use channel capacity for its own needs for City departments and agencies. The City will determine what applications are feasible and economical use of cable communications. The use of said channels shall be within the executive control of the City of Minneapolis by the city Council working through the Cable Communications Office. An agreement between the Corporation and a cable company will define the use of available channels for government application using as its basis the franchise ordinances in effect on the date of adoption of these By-Laws.

SECTION 6 FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st day of December each year.

SECTION 7 CORPORATE SEAL

The seal of the Corporation, if any, shall be in such form as the Directors adopt.

SECTION 8 EXECUTION OF CONTRACTS

All checks, notes, mortgages, leases, assignments, contracts, negotiable instruments and other items requiring an authorized signature on behalf of the Corporation shall be signed by such person or persons as the Board of Directors may designate from time to time.

SECTION 9 INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless all officers, Directors, employees and agents of the Corporation for all acts performed by them in any good faith attempt to fulfill their duties to the Corporation, specifically including all costs and expenses, including attorneys' fees, incurred in any action, claim of demand concerning any such act. This provision shall be construed so as to provide and require the broadest, most complete and extensive scope of indemnification legally permissible at the time indemnification is sought or provided.

SECTION 10
BY-LAW AMENDMENT

The Board of Directors by a majority vote of all Directors shall have the power to adopt, amend or repeal the By-Laws, subject to ratification by the Members.

These Restated By-Laws of MINNEAPOLIS TELECOMMUNICATIONS NETWORK (MTN) were adopted effective _____, 19 ____, by the affirmative vote of a majority of all Directors at a meeting of the Board for which notice stating the purpose of the meeting was duly given.

These Restated By-Laws were ratified by a majority of the Members on _____, 19 ____.

_____, Secretary