



BYLAWS

OF

COMMUNITY MEDIA OF THE FOOTHILLS

(Adopted 1/6/99)

Amended – January, February 2002, May 2003, October 2004, April, May 2005, June 2008, October 2009, May 2015, April 2021, September 2023

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ARTICLE I - NAME

Section 1--Name

The name of the organization shall be Community Media of the Foothills, hereinafter referred to as "CMF."

ARTICLE II - OFFICES OF THE CORPORATION

Section 1--Principal Office

The principal office for the transaction of the activities and affairs of CMF shall be located within the City of Monrovia, CA.

Section 2--Registered Office and Registered Agent

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

ARTICLE III - PURPOSES

Section 1--Purposes

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

- (a.) To develop and promote community (public, educational, and governmental) access to existing and future communications media.
- (b.) To establish, maintain and operate one or more media access center(s):
 - (1.) To educate individuals and nonprofit organizations in the use of media tools and techniques.
 - (2.) To provide individuals and nonprofit organizations with access to media tools and assistance in their use.
 - (3.) To promote programs and support the use of media as vehicles of artistic expression.
 - (4.) To establish, maintain and operate a system or systems for the distribution of non-commercial media programs and materials in the public interest.
- (c.) To facilitate the use of access channels as a public forum which promoting the free exchange of ideas and information;
- (d.) To promote and develop activities and programs for the optimal use of the cable communications system(s) for community purposes;
- (e.) To serve viewers with programs reflecting the activities, concerns, and interests of the residents of Monrovia and other cities served by CMF in a manner that promotes a free exchange of ideas and information;
- (f.) Seek out diversity of peoples and viewpoints;
- (g.) To ensure that no individual is discriminated against with regard to membership, services, access

to information or any CMF activity because of race, national origin, sex, age, sexual orientation, religion, disability, political affiliation, or economic status.

- (h.) To make recommendations to users and to cable communication franchisee(s) in regard to access services and institutional network services;
- (i.) To apply for and to receive contributions, grants, donations, and loans of all types from individuals, organizations, profit and nonprofit, public and private corporations, government agencies and others to support these purposes;
- (j) To determine and conduct or support any and all other lawful things in furtherance of the foregoing charitable and educational purposes, either, manifest or latent.

ARTICLE IV - THE BOARD OF DIRECTORS

Section 1--General Powers of the Board of Directors

Subject to the provisions and limitations of California non-profit corporation law and any other applicable laws and subject to any limitations of the Articles of Incorporation or the Bylaws regarding action that require approval of the members, CMF's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

Section 2--Qualifications

- (a) All members of the Board must be individual members in good standing of CMF.
- (b) The Board of Directors shall not include any elected official or officer of the City of Monrovia or other city served by CMF.
- (c) The percentage of Directors who are not residents of the City of Monrovia (based on the total authorized number of Directors) shall not exceed the percentage of this Corporation's operating revenues (i.e., revenues other than royalties, interest, dividends or similar returns on investments) derived from cities other than the City of Monrovia during this Corporation's preceding fiscal year.

Section 3--Composition of Board

- (a) The Board of CMF shall consist of nine voting members.
- (b) "Elected Directors" shall consist of eight Directors elected by the membership.
- (c) "Appointed Director" shall consist of a Director appointed by the majority of the Board at the Organizational Meeting of the Board, required by Article IV Section 9 of these Bylaws, or as soon thereafter as possible.

Section 4--Terms of Board Members

- (a) Elected Directors shall serve two-year terms.
- (b) Terms of Elected Directors shall be staggered in such a way that four Directors shall be elected from the membership each year.
- (c) Appointed Directors shall serve one-year terms.
- (d) A full term of each Elected Director shall end on the date of the second Annual Meeting following his/her election, but not before a successor is duly elected and qualified.

Section 5--Resignation

- (a) Any Director may resign effective upon giving written notice to the Chairperson or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign when CMF would then be left without a duly elected Director in charge of its affairs.
- (b) Failure of a Director to participate in three consecutive Board meetings may be deemed by the board to constitute a voluntary resignation from office, effective at the end of the third meeting. The Secretary of CMF shall notify such Director of any action taken under this Section by certified mail (return receipt) within seven days.
- (c) Failure of a Director to participate in at least one Orientation Study Session (Article IV Section 9) after being elected or appointed to the Board of Directors prior to the next Regular Meeting of the Board of Directors may be deemed by the board to constitute a voluntary resignation from office, effective at the start of the first Regular Meeting after the director was appointed or elected. The Secretary of CMF shall notify such Director of any action taken under this Section by certified mail (return receipt) within seven days.

Section 6--Vacancies on the Board

- (a) A vacancy or vacancies on the Board shall exist on the occurrence of the death or resignation of any Director.
- (b) Vacancies on the Board of Directors may be filled by a majority of the Directors then in office or by a sole remaining Director. Any Director so appointed shall serve the remaining term of the vacant seat.

Section 7--Regular Meetings

The Board of Directors shall schedule regular meetings for the transaction of CMF business at least quarterly throughout the year, said meeting to be held at a time and place determined by resolution of the Board without other notice. Schedules and notices of Board meetings will be made available to members and the public, posted on any access channel bulletin boards and prominently posted in the office of CMF. The minutes of Board meetings shall be promptly posted in the office of CMF and on the CMF webpage.

Section 8--Organizational Meetings

Immediately after the Annual Meeting of Members, the Board shall hold a regular meeting for purposes of organization, election of officers, appointment, and transaction of other business. Notice of this meeting is not required.

Section 9--Orientation Study Sessions

After the Annual Meeting of Members and prior to the next Regular Meeting the Board of Directors shall hold special orientation study sessions, so that all board members shall review and become familiar with these Bylaws, any Policies and Procedures of the Corporation as well as meeting management and record keeping. Such orientation study sessions shall also be held upon the appointment of a new director when filling a vacancy. Non-attendance at a minimum of one study session after being elected or appointed may be deemed a resignation (Article IV Section 5).

Section 10--Special Meetings

Special meetings of the Board may be called at any time by the Chairperson, Vice-chairperson, or any two Directors of the Board. Written notice of the time and place of special meetings shall be mailed via first-class mail to each Director at least four calendar days before such a meeting is held. Special meetings of the Board may be held at a place designated by the Board or at the principal office. Schedules and notices of special meetings shall be posted two days in advance of any special meetings in the manner delineated in Article IV Section 7. Attendance at any meeting by a Director shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11--Quorum

A quorum shall be a majority of the current members of the Board of Directors, not counting vacancies.

Section 12--Loss of Quorum

The directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if enough directors have withdrawn to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the members required to constitute a quorum and was included in the notice of the meeting.

Section 13--Majority Vote

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

Section 14--Compensation

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

ARTICLE V - OFFICERS

Section 1--Qualifications of Elected and Appointed Officers

All elected, designated and appointed officers of CMF shall be members of CMF in good standing and shall be 18 years of age or older.

Section 2--Designation of Officers

The officers of CMF shall be a Chairperson, a Vice-chairperson, Secretary, and a Treasurer. The officers shall be chosen by the Board from the members of the Board.

Section 3--Election of Officers

The officers of CMF shall be chosen by a majority vote of the Board.

Section 4--Resignation of Officers

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

Section 5--Removal of Officers

Any officer may be removed from office by ordinary resolution of the Board when, in their judgment, the purposes or best interests of CMF shall be served thereby. Removal of an officer shall be without any prejudice to the rights, if any, of CMF under any contract which the officer has signed as an agent of CMF.

Section 6--Vacancies

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

Section 7--Terms of Office

The terms of office for the officers of CMF shall commence with the Organizational Meeting of the Board following the Annual Meeting of the Members and shall conclude at the Organizational Meeting of the Board following the next Annual Meeting.

Section 8--Chairperson

The Chairperson of the Board shall preside at meetings of the Board and shall exercise and perform such other duties and powers as the Board may assign from time to time. If there is no Executive Director, the Chairperson of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the Executive Director of CMF prescribed by these Bylaws.

Section 9--Executive Director

Subject to such supervisory powers as the Board may give to the Chairperson of the Board, if any, and subject to the control of the Board, the Executive Director shall be the general manager of CMF and shall supervise, direct, and control CMF's activities and affairs. The Executive Director shall have such other powers and duties as the Board may prescribe.

Section 10--Vice-Chairperson

In the absence of Chairperson, the Vice-chairperson shall perform all duties of the Chairperson. When so acting, the Vice-chairperson shall have all powers of and be subject to all restrictions on the Chairperson. The Vice-chairperson shall have such other powers and perform such other duties as the Board may prescribe.

Section 11--Secretary

- (a) The Secretary shall keep or cause to be kept, at CMF'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, of Committees, and of members' meetings. The minutes shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at the Board and committee meetings, and the number of members present or represented at members' meetings. The Secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended.
- (b) The Secretary shall keep, or cause to be kept, at CMF's principal office or at a place determined by resolution of the Board, a record of the members of CMF, showing each member's name, address, and status of membership.
- (c) The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall have such other powers and perform such other duties as the Board may prescribe.

Section 12--Treasurer

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

ARTICLE VI - COMMITTEES OF THE BOARD

Section 1--Standing Committees

The Board shall appoint three standing committees: an Executive Committee, a Finance Committee, and a Programming Committee. Each Standing Committee shall consist of at least three Board members and shall be appointed from among the members of the Board. No Board member shall serve on more than two Standing Committees. The Executive Director shall be a non-voting member of each committee.

Section 2--Duties of the Executive Committee

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

- (a) Take any final action on any matter that, under California non-profit corporation law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that, by its express terms, may not be amended or repealed;
- (e) Create any other committee of the Board or appoint the members of committees of the Board;
- (f) Expend corporate funds to support a candidate for Director; or
- (g) Approve any contract or transaction to which CMF is a party and in which one or more of its Directors has a material financial interest.

Section 3--Duties of the Finance Committee

The Finance Committee shall prepare or cause to be prepared the Annual Financial Statement, approve

any accountant reviews, and recommend to the Board the selection of and fees to be paid to an independent Certified Public Accountant for CMF. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether the CMF is meeting its projected budget, on the scope and adequacy of the accountant services and related fees, to continually monitor and report to the Board of Directors on the effectiveness and adequacy of CMF's internal accounting controls, and include in that report 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 accountant reviews, has been properly dealt with. The Finance Committee shall have such other duties as may be delegated to it by the Board from time to time.

Section 4--Duties of the Programming Committee

The Programming Committee shall prepare or cause to be prepared policies regarding programming on any cable channels or other media administered by CMF in accordance with the purposes specified in Article III, shall serve as a grievance and appeal mechanism for access producers and general citizens concerning programming issues and shall carry out such other duties as may be required by the Board from time to time.

Section 5--Minutes of Standing Committees

The minutes or a report of each Standing Committee shall be submitted to the Board at the Board's next regular meeting.

Section 6--Other Committees

The Board may establish other committees from time to time and prescribe their duties and responsibilities. Appointees must be members in good standing of CMF. Minutes and actions of such Committees shall be submitted to the Board.

ARTICLE VII - MEMBERSHIP

Section 1--Membership Qualifications

Membership in CMF is open to any person who is a resident of the City of Monrovia or other city served by CMF, declares his/her intent to become a member and provides a valid residential address. Parental permission is required for youths 18 years of age or under. Membership is available to all those eligible without discrimination, and shall continue so long as the member remains qualified.

Section 2--Voting Rights

CMF members shall have the right to vote as set forth in these Bylaws; on the election of Directors; on change to these Bylaws as designated in Article XIII Section 2; on any merger and its principal terms and the amendment of those terms; and on any election to dissolve CMF. In addition, members shall have all rights afforded members of a non-profit under California non-profit corporation law.

Section 3--Quorum

Any action required to be taken by the membership will be valid if passed by a simple majority of the members voting in that election.

Section 4--Eligibility to Vote

Subject to the provisions of California nonprofit corporation law, members entitled to vote on any action of members shall be members in good standing as of the record date under Article VII Section 8.

Section 5--Voting

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Voting shall be by written ballot only.

Section 6--Approval by Majority Vote

If a quorum is attained, the affirmative vote of a majority of the members voting on any matter shall be the act of the members unless the vote of a greater number is required by the Articles of Incorporation or these Bylaws.

Section 7--Action by Written Ballot

- (a) CMF shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered at least three weeks before the last date ballots are accepted. All solicitation of votes by written ballot shall: (a) indicate the number of responses needed to meet the quorum requirements, (b) with respect to ballots other than for election of Directors, state the percentage of approval necessary to pass the measure, and (c) specify the time by which the ballots must be received. Each ballot so distributed shall: (a) set forth the proposed action, (b) provide the members with an opportunity to specify approval or disapproval of each proposal, and (c) provide a reasonable time within which to return the ballot to CMF.
- (b) Approval by written ballot shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to authorize the action, and the number of approvals equals or exceeds the number of votes that would be required for approval.
- (c) Written ballots may not be revoked. All written ballots shall be filed with the Secretary of CMF and maintained in the corporate records for at least three years.

Section 8--Record Date

For purposes of determining the members entitled to vote on any action of the members a record date shall be set at 31 days before the last day ballots are accepted except where the 31st day falls on a day when the facility is closed, in which case the record date shall be the previous day in which the facility is open. A member holding a membership at the close of business on the record date shall be a member of record.

Section 9--Proxy

There shall be no voting or other action by proxy.

Section 10--Dues and Terms of Membership

The Board may establish annual dues for members and specify requirements of membership, if any.

Section 11--Transfer of Membership

No membership or right arising from membership shall be transferable.

ARTICLE VIII – ANNUAL MEETING AND ELECTION OF DIRECTORS

Section 1--Annual Meeting of Members

CMF shall hold an Annual Meeting no later than the 31st of October of each year, at a place, date and time to be determined by resolution of the Board. Notice of the Annual Meeting shall be included with Election ballots, and, one month before the meeting, appear at least once daily on any access channels operated directly by Community Media of the Foothills for the duration of the month.

Section 2--Presiding Officers

The Chairperson of the Board of Directors shall preside at the Annual Meeting, and in that person's absence the Vice Chairperson shall serve in this capacity. The Secretary of the Board shall keep or cause to be kept minutes of the Annual Meeting.

Section 3--Election Committee

An Election Committee created by the Board of Directors shall solicit candidates for each election of Board Members. The committee shall be made up of all the board members whose current terms do not expire at the next Annual Meeting. The Election Committee is encouraged to ensure that candidates for the Board represent as closely as possible the racial, ethnic, geographic, social, and economic diversity of the City of Monrovia and other cities served by CMF. One month prior to the record date the committee will provide the inspector of election with its selected petitions for candidacy from four Community Media of the Foothills members eligible for election. These candidates will become the "election committee recommendations." Notice of the election committee recommendations shall appear at least once daily on any access channels operated directly by Community Media of the Foothills for the duration of one week beginning within five days of providing them to the inspector of election.

Section 4--Candidacy Procedure

- (a) The Board shall provide notice to members of CMF of the procedures, time frame, and deadline for filing a petition for candidacy to the Board of Directors. Such notice shall indicate the number of Directors to be elected in each year, the maximum number of directors who may be nonresidents of the City of Monrovia and shall appear at least once daily on any access channels operated directly by Community Media of the Foothills for the duration of one month beginning no less than three months before the Annual Meeting.
- (b) Petitions for candidacy must contain a cover letter and a brief biography. The member wishing to appear on the ballot must sign the cover letter and the text of the letter must express her or his interest in serving on the Board of Directors. The biography must contain information pertaining to the candidate's background and shall be between 100 and 400 words in length. The biography will be included as part of the ballot package sent to the members.
- (c) The election committee recommendations shall be listed on the ballot with an explanation that they have been submitted by the election committee.
- (d) REMOVE: Members may also submit their own petitions directly to the Inspector of Election if they desire to "self nominate." These petitions may be submitted to the Inspector of Election anytime during the 60 days preceding the record date. Self nominations shall be listed on the ballot with the explanation that they have been submitted by the members themselves.
- (e) If a candidate has self-nominated and is also an election committee recommendation, their name will be listed only once on the ballot, as an election committee recommendation.
- (f) Any petition for candidacy must be signed no more than three months preceding the record date for the Annual Meeting and Election of Directors. ?

Section 5--Inspector of Election

No later than the three months prior to the Annual Meeting, the Board shall appoint an Inspector of the Election, not a current director, to monitor the election proceedings. The Inspector of Election shall determine the memberships outstanding and voting power of each; receive ballots; establish the existence of a quorum; determine when the ballots shall be received; hear and determine all challenges and questions in any way arising in connection with the right to vote; count and tabulate all votes; determine the result and do such acts as may be proper to conduct the election with fairness to all members. The Inspector of Election shall act impartially, in good faith, to the best of his/her ability, and as expeditiously as is practical

Section 6--Election by Mailed Ballot

- (a) Election of "elected" Directors shall be accomplished by mailed ballot, which shall be mailed to all members of CMF no later than three weeks before they are due and returned by the member on or before a date and time determined by the Inspector of Election.
- (b) The ballots shall be sent by first-class mail, charges prepaid and shall be addressed to each member entitled to vote at the address of that member appearing on the membership registry of CMF.
- (c) Each member, shall, in writing, cast votes for not more than the number of positions that are available. Each vote shall be for a different person.
- (d) Violation of any provision of this Section shall invalidate the member's entire ballot.
- (e) In the event that two or more persons each receive the same number of votes, the Chairperson shall determine, by lot, which person(s) shall be seated as a Board member.

Section 7--Results of Election

At the Annual Meeting of Members the results of the election of Directors shall be announced and the new Directors shall take their seats upon the Board.

Section 8--Other Action of Members at Annual Meeting

Any other action of the members to take place at the Annual Meeting must be included on the ballot mailed to members three weeks before the Annual Meeting.

Section 9-Removal of Directors

The Board of Directors shall have summary power by vote of a majority of the Directors then in office to suspend or to remove any Director with cause.

The Board may by resolution declare vacant the office of a Director who has;

- (a) been declared of unsound mind by an order of court;
- (b) convicted of a felony;
- (c) found by final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law;
- (d) Director fails to attend three consecutive Board meetings without prior notification of the anticipated absence.

Such action by the Board of Directors may be taken at any noticed Regular Meeting of the Board upon the initiative of one or more Directors whether the matter of removal of a Director or Directors appears on the agenda of that meeting or not. Any motion, second and vote regarding removal of any Director or Directors shall be held in open session.

ARTICLE IX - INDEMNIFICATION AND INSURANCE

Section 1--Indemnification of Officers

Any member of the Board of Directors and any officer of CMF shall be indemnified by CMF against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of having been or being a member of the Board of Directors or an officer of CMF, 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 or she may be entitled under the laws of the State of California, these Bylaws, agreements, vote of members, or otherwise.

Section 2--Exemption of Property

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

Section 3--Insurance

CMF 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 X - PERFORMANCE OF CMF

Section 1--Reporting Requirements

An annual report regarding its fiscal and operational activities shall be prepared and distributed at the Annual Meeting of Members.

Section 2--Auditing and Inspection Requirements

CMF shall contract for a review of its records with a Certified Public Accountant on an annual basis and its records shall be open to the membership for inspection.

ARTICLE XI - MISCELLANEOUS

Section 1--Non-Discrimination

CMF shall ensure that no individual is discriminated against with regard to membership, services, access to information or any activity of CMF because of race, national origin, sex, age, sexual orientation, religion, disability, political affiliation, or economic status; including those who historically have been denied media access. This Section does not guarantee a right in any person or organization to have any program distributed over the channels administered by CMF.

Section 2--Meetings of CMF

All meetings of CMF and the Board of Directors are open to the public except for those items that are determined by a majority of the Board to be confidential. All meetings of CMF and the Board of Directors shall be held following Parliamentary Rules of Order, provided that the failure to observe Rules of Order shall not invalidate any action taken.

Section 3--Channel Carrier Designated Board Advisors

Any cable or other video operator that carries channels operated by CMF on its system may designate a CMF Board Advisor to CMF. The advisor shall be notified of all regular board meetings and when in attendance at board meetings may interact with the Board of Directors during all items that are open to the public and join in discussion.

ARTICLE XII - DISSOLUTION

Section 1--Corporate Dissolution

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

ARTICLE XIII - AMENDMENT OF BYLAWS

Section 1--Membership Rights Limitation

Subject to the right of the members under Article XIII Section 2, the Bylaws of CMF may be adopted, amended, or repealed only by two-thirds (2/3) vote of the Board of Directors.

Section 2--Members Approval Required

The Board may not, without the approval of the members, specify or change any Bylaw provision that would:

- (a) Fix or change the number of Directors.
- (b) Fix or change the minimum or maximum number of Directors.
- (c) Change from a fixed number to a variable number of Directors, or vice versa.
- (d) Increase or extend the terms of Directors.
- (e) Repeal, restrict, create, expand, or otherwise change proxy rights.
- (f) Wind-up and dissolve CMF.
- (g) Amend Article IX Section 2 of these By-Laws.