

BYLAWS OF THE

CABLE COMMUNICATIONS COMMISSION – CITY OF ANN ARBOR, MICHIGAN

Article I Name

The name of this commission is the Ann Arbor Cable Communications Commission.

Article II Enabling Authority

The Ann Arbor Cable Communications Commission is established by Ann Arbor City Code Chapter 32, Section 2:128, as amended.

Article III Purpose, Objectives, and Duties

Section 1. The purpose of the Cable Communications Commission is to provide a consistent and formal opportunity for public involvement and perspective regarding cable communication, and to provide counsel and advice to the City Administrator and City Council regarding cable television regulatory activities and the operation of the City's PEG access television entity. The Cable Communications Commission shall be responsible directly to the Mayor and City Council, who have continuing regulatory jurisdiction over the operation of any franchise granted for the operation of a cable television system to insure that the public interest is upheld and maintained.

Section 2. The Cable Communications Commission is an advisory body and shall be limited to performing the tasks enumerated in these bylaws or otherwise delegated to it by City Council. Consistent with the duties prescribed by Ann Arbor City Code, Chapter 32, § 2:128, the Cable Communications Commission shall provide counsel, advice and/or recommendations to the Communications Unit Manager, City Administrator and City Council in the following areas:

- a) Regulation, monitoring and evaluation of cable grantees;
- b) Grantee cable operation audits in the City and meeting preparation and filing information requirements;
- c) Community Television Network PEG and Government operating policies, including but not limited to, fees, charges, and hours of operation;
- d) Annual departmental budget;
- e) Annual departmental capital improvements plan and budget;
- f) Major new developments which significantly impact cable communications;
- g) Charges of censorship or non-economic discrimination both with respect to the community access channels and all other channels sold or used by the cable grantee;
- h) Annual report to City Council including the total number of hours of utilization of public channels, hourly sub-totals of various programming categories, and a review of any plans submitted during the year by franchisees for development of new services.

Article IV Membership

Section 1. The Cable Communications Commission shall consist of seven (7) members appointed by the Mayor and approved by City Council. Appointments are preferred from among candidates who have the following expertise or affiliation:

- Demonstrated interest in cable communications
- Community Television Network volunteer or producer
- Cable or media technology expertise

Section 2. All members of Cable Communications Commission shall serve without compensation.

Section 3. All members shall be appointed for five-year terms, and appointments shall be structured so that no more than two (2) terms shall expire in any year.

Section 4. Consistent with City Charter § 12.2, all members of Cable Communications Commission shall have been registered electors in the City of Ann Arbor for at least one year immediately preceding the time of appointment, unless an exception is granted by a resolution concurred in by at least seven (7) members of City Council.

Section 5. A member whose term has expired shall hold over and continue to serve as a member of the Cable Communications Commission until a successor has been appointed. Consistent with City Code § 1:171, no member shall be allowed to hold over for more than sixty (60) days beyond the appointed term whether or not a successor has been appointed, except that City Council may extend terms for periods of ninety (90) days upon the recommendation of the Mayor and vote of at least six (6) members of Council.

Section 6. Consistent with City Code § 1:171, the Mayor shall notify City Council of the expiration of a member's term at least thirty (30) days prior and shall present to City Council all proposed reappointments no later than sixty (60) days after the expiration of the term.

Section 7. Consistent with City Code § 1:171, any vacancy on the Cable Communications Commission occurring in the middle of a term shall be filled for the remainder of the term in the same manner as for full-term appointments.

Section 8. Members are expected to attend regularly scheduled meetings and to notify the Chair and Communications Unit Manager in advance if they expect to be tardy or absent. If a member misses more than three (3) regularly scheduled meetings in a twelve (12) month period, the Chair shall notify the Mayor and may recommend removal of the member.

Section 9. Consistent with City Code § 1:171, A member of the Cable Communications Commission may be removed by the Mayor by recommendation of the Commission Chair for cause.

Article V Ethics and Conflicts of Interest

Section 1. A member of the Cable Communications Commission shall abstain from discussion or voting on any matter where that member is involved in a real or apparent conflict of interest. Decisions regarding conflicts of interest shall be evaluated on a case-by-case basis with reasonable application of the principles provided in this Article. A conflict of interest shall at a minimum include, but is not necessarily limited to discussing, voting on, or otherwise acting on a matter in which a member or any member of his/her immediate family, his/her partner, or an entity with whom the member has family or business ties has a direct financial or beneficial interest.

Section 2. A member of the Cable Communications Commission shall neither solicit nor accept gratuities, favors, or anything of monetary value from entities in a position to benefit from a decision of Cable Communications Commission.

Section 3. A member of Cable Communications Commission shall not obtain, for himself/herself or for any person with whom he/she has business or family ties, any financial or beneficial interest in a matter which may be affected by a decision of Cable Communications Commission. This restriction shall apply during the member's tenure on Cable Communications Commission and for one year thereafter.

Section 4. A member of the Cable Communications Commission shall disclose the general nature of any potential conflict, real or apparent, and, except where it violates a confidence, shall disclose all pertinent facts relating to the conflict. These disclosures shall be made prior to discussion and voting, where possible, and shall be recorded in the minutes of the proceedings. The member may then abstain from discussion and voting on the matter.

Section 5. A member who cannot vote due to a conflict of interest shall, during deliberation of the matter before the Cable Communications Commission, leave the meeting or the area where the members sit until action on the matter is concluded.

Section 6. Where a question has arisen as to whether a member is ineligible to participate in discussion or vote on a matter because of a conflict of interest, the Cable Communications Commission may determine that the member is ineligible due to a conflict of interest by a vote of a majority of the other members. Upon such a determination, the ineligible member shall not participate in discussion or vote on the matter.

Section 7. Members of the Cable Communications Commission shall complete an annual disclosure of organization affiliations and shall update this disclosure in writing at any time during the year when such affiliations change.

Section 8. Members shall not act, hold themselves out, or permit themselves to be perceived as official representatives or spokespersons for the Cable Communications Commission without authorization from the Chair. When communicating for personal purposes on matters that may relate to the Cable Communications Commission's business, Members shall clearly indicate that their statements are made in a personal capacity and do not necessarily reflect the views of the Cable Communications

Commission. Whenever a member is asked to speak on behalf of the Cable Communications Commission, he/she shall seek permission of the Chair in advance.

Section 9. A member shall not be heard before the Cable Communications Commission as a petitioner, representative of a petitioner, or as a party interested in a petition during the member's term of office.

Section 10. The Cable Communications Commission or individual members shall not intrude into the management of the Communication Office or into those matters which are handled administratively within the service unit.

Section 11. Members shall conduct themselves in a fair, courteous, and understanding manner at all times in the discharge of their duties, and shall avoid exchanges or actions based upon personal differences.

Article VI Officers

Section 1. The officers of the Cable Communications Commission shall be a Chair and Vice-Chair. The officers shall be elected by secret ballot each year from among the members of the Cable Communications Commission. The officers shall be elected for a one-year term by a majority of the members currently serving on the Cable Communications Commission. No member shall serve more than three (3) consecutive full terms in the same office. The term of each officer shall run from December 31 to January 1 of the following calendar year.

Section 2. The Chair shall preside at all meetings and shall decide points of order and procedure, subject to the provisions of these bylaws. The Chair shall have the privilege of discussing and voting on all matters before the Cable Communications Commission. The Vice-Chair shall assume the duties of the Chair in the Chair's absence.

Section 3. When an office becomes vacant before the expiration of the current term (whether by resignation, removal, incapacity, or other circumstance), the vacancy shall be filled by election in the same manner as for full-term officers and the new officer shall serve the remainder of the term. The replacement officer shall be elected at the next regularly scheduled meeting or as soon as practicable. The Vice-Chair may be elected as replacement Chair, in which case a replacement Vice-Chair shall be elected at the same time.

Section 4. No member may hold more than one (1) office at a time.

Article VII Meetings

Section 1. The Cable Communications Commission shall conduct regularly scheduled meetings at least quarterly. The entire schedule of regular quarterly meetings for the upcoming organizational year shall be posted within 10 days after approval at the first meeting of the year. A change in the schedule of regular meetings must be approved by the Cable Communications Commission, and notice of the change shall be posted within three (3) days after the meeting at which the change is approved.

Section 2. Special meetings may be called by the Chair or by a concurring vote of a majority of the voting members currently serving on the Cable Communications Commission. The purpose of the special meeting shall be stated in the public notice for that meeting. At the special meeting, the Cable Communications Commission may not conduct any business beyond the specific purpose stated in the public notice, except by unanimous consent of the voting members present. Public notice of the special meeting shall be posted at least eighteen (18) hours prior to the scheduled starting time.

Section 3. The Cable Communications Commission may hold non-voting working meetings to carry on the work of the Cable Communications Commission. Public notice of the working meeting shall be posted at least eighteen (18) hours prior to the scheduled starting time.

Section 4. Public notice of committee meetings shall be posted at least eighteen (18) hours prior to the scheduled starting time.

Section 5. Public notice of all meetings shall be posted at City Hall and at Community Television Network.

Section 6. Notice of each meeting shall be provided to all members of the Cable Communications Commission at least forty-eight (48) hours prior to the scheduled starting time for all regular and special meetings and at least eighteen (18) hours prior for all rescheduled and committee meetings.

Section 7. The Chair may cancel a meeting if there is no business on the agenda or if it is clear that a quorum will not be present. The Chair may also cancel a meeting due to weather, emergency, or other circumstances that may substantially limit the ability of members of the Cable Communications Commission or the public to attend. The Chair shall give notice of cancellation to members of the Cable Communications Commission and Communications Office staff at least two (2) hours prior to the scheduled meeting time, where practicable. Communications Office staff shall post public notice of the cancellation as soon as practicable. The Chair may reschedule cancelled meetings after consulting with staff. Public notice for rescheduled meetings shall be posted at least eighteen (18) hours prior to the scheduled starting time.

Section 8. A majority of all members currently serving on the Cable Communications Commission shall constitute a quorum. A concurring vote of the majority of all members present is required for the Cable Communications Commission to pass any motion. The right to vote is limited to members of the Cable Communications Commission actually present at the time the vote is taken at a lawfully called meeting. A member who is not eligible to vote on a matter because of a conflict of interest shall not be counted in establishing a quorum for that matter.

Section 9. Except for the election of officers, voting shall be by voice and a show of hands. If the vote is not unanimous, a roll call vote shall be taken and recorded in the minutes.

Section 10. The Cable Communications Commission shall arrange to keep minutes of all regular and special meetings of the Cable Communications Commission, which shall be a

record of the Cable Communications Commission's consideration and actions, and which shall include at a minimum a list of those members present and not present at each meeting; identifying information, where given, of all persons appearing before the Cable Communications Commission; a copy of each resolution or other matter acted upon by the Cable Communications Commission and a description of the outcome of each action. The minutes shall be filed with the City Clerk's Office and shall be a public record.

Section 11. Consistent with City Council Resolution R-642-11-91, all meetings of the Cable Communications Commission and its committees shall be open to the public and closed sessions may be called for proper purposes.

Section 12. Public comment shall be allowed at all meetings. An individual may speak for up to three (3) minutes on any item open for public comment. The Chair may extend an individual's speaking time in his/her discretion. Public comment on non-agenda items may be limited in the Chair's discretion.

Article VIII Agenda and Order of Business

Section 1. The agendas for each meeting of the Cable Communications Commission shall be developed by the Chair and Communications Unit Manager or other delegated staff member. Agendas for all regular meetings shall be made available to the public and other members of the Cable Communications Commission at least forty-eight (48) hours before the meeting's scheduled starting time.

Section 2. The order of business at regular meetings shall be as follows. The order of business may be suspended or modified by a majority vote of those members present.

- a) Roll Call
- b) Approval of Agenda
- c) Approval of Minutes of Previous Meetings
- d) Public Comment
- e) Old Business
- f) New Business
- g) Commission/Staff Comments
- h) Adjournment

Article IX. Committees

Section 1. The Cable Communications Commission may create standing or special committees to carry on the work of the Cable Communications Commission. Standing committees may, but need not be, described in the bylaws. Committees shall be limited to performing the tasks delegated to them by the Cable Communications Commission. Each committee shall include at least one (1) member of the Cable Communications Commission and may contain other community members, in the Cable Communications Commission's discretion.

Section 2. Members of committees shall be appointed by the Chair and approved by the Cable Communications Commission.

Article X. Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall guide the Cable Communications Commission; however parliamentary procedure shall be flexible and may be adjusted in the Chair's discretion to best serve the needs of the Cable Communications Commission. Nevertheless, no procedure shall be adopted that is inconsistent with these bylaws.

Section 2. The Cable Communications Commission shall not adopt or follow any operating or standing rules, regulations, or guidelines not expressly prescribed by these bylaws.

Article XI. Amendment of Bylaws

Section 1. Amendments to these bylaws may be approved at any regular meeting by at least a two-thirds vote of all voting members currently serving on the Cable Communications Commission. Proposed amendments must have been submitted in writing at the previous regular meeting to be considered. Proposed amendments must be submitted to the Office of the City Attorney for review and amendments approved by the Cable Communications Commission shall not be effective until approved by City Council, which shall have final discretion to modify these bylaws.

Section 2. These bylaws shall be reviewed by the Cable Communications Commission for possible amendment each January.

Article XII. Miscellaneous

Section 1. At the discretion of the City Administrator, or as otherwise mandated by City Council, the staff of the Communications Office shall be the primary provider of administrative support and professional advice to the Cable Communications Commission and the Communications Unit Manager or their designee shall be the primary liaison between the Cable Communications Commission and staff.

Section 2. The Ann Arbor City Attorney's Office shall be the legal consultant to the Cable Communications Commission.

Adopted by the Cable Communications Commission on August 28, 2012.