

**ARTICLE VII.
THE BOARD OF DIRECTORS**

Section 7.01--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, the Community Media Center of Marin activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

Section 7.02--Qualifications

(a) All members of the Board must be individual members in good standing of Community Media Center of Marin.

(b) The Board of Directors shall not include as voting members any elected official or officer of the County of Marin or of any incorporated City or Town in Marin County.

(c) Notwithstanding Section 7.02 (b), the designated directors appointed by the Marin Telecommunication Authority pursuant to Section 7.04(e) maybe elected officials or officers of the County of Marin or of any incorporated City or Town in Marin County.

Section 7.03--Composition of the Initial Board

(a) The Board may consist of persons who as closely as possible represent the racial, ethnic, geographic, social, and economic diversity of Marin County. Further, the Board may also represent the broad base of community interests as reflected in the variety of non-profit organizations and institutions serving Marin County and may represent access producers and persons with knowledge and expertise that will benefit the corporation.

(b) The Initial Board of Directors shall consist of not less than twelve (12) or more than fifteen (15) voting members.

(c) Five (5) of the twelve (12) members of the Initial Board shall be appointed by the ("*Board of Conveners*"). The remaining Board members shall be appointed in accordance with the provisions of Sections 7.04 (d) and 7.04 (e) below.

Section 7.04--Composition of Ongoing Board

(a) The Board may consist of persons who as closely as possible represent the racial, ethnic, geographic, social, and economic diversity of Marin County. Further, the Board may also represent the broad base of community interests as reflected in the variety of non-profit organizations and institutions serving Marin County) and may represent access producers and persons with knowledge and expertise which will benefit the corporation.

(b) The Ongoing Board of the Community Media Center of Marin shall consist of not less than twelve (12) or more than 15 voting members.

(c) "Elected Directors" shall consist of five (5) Directors elected by the membership.

(d) "Appointed Directors" may consist of three (3) Directors appointed by the majority of the Board. The appointment shall be made by the newly elected Directors at each Organizational Meeting of the Board required by Section 7.10 of these Bylaws, or as soon thereafter as possible.

(e) "Designated Directors" shall consist of one (1) Director appointed by the Marin County Office of Education representing K-12 schools, one (1) Director representing post secondary educational institutions shall be appointed by College of Marin, one (1) Director appointed by the Marin Arts Council to represents artists and arts organizations, one (1) Director designated by the Center for Volunteer and Nonprofit Leadership to represent nonprofit organizations, one (1) Director appointed by the Marin Chambers of Commerce, and two (2) Directors appointed by the Marin Telecommunications Authority to represent local government entities in Marin County.

Section 7.05--Terms of Board Members

(a) The initial "Elected Directors" shall draw lots so that two (2) shall have terms which expire on the date of the annual meeting of the Community Media Center of Marin in 2009; two (2) shall have terms which expire on the date of the annual meeting in 2010, and one (1) shall have a term which shall expires on the date of the annual meeting in 2011.

(b) Elected Directors shall serve three (3) year terms.

(c) Appointed and Designated Directors Shall serve one (1) year terms.

(d) A term of each Director shall end on the date of the Annual Meeting nearest the end of his or her term, but not before a successor is duly elected and qualified.

Section 7.06--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. Except on notice to the Attorney General, no Director may resign when the Community Media Center of Marin would then be left without a duly elected Director in charge of its affairs.

(b) Failure of a Director to participate in three (3) consecutive Board meetings shall be deemed a voluntary resignation from office, effective seven (7) days following the third meeting. Exceptions may be granted by resolution of the Board.

Section 7.07--Events Causing Vacancies

(a) A vacancy or vacancies on the Board shall exist on the occurrence of the following: (1) the death or resignation of any Director; (2) the vote of the members, or (3) if the Corporation has fewer than 50 members, the vote of the majority of all members to remove a Director. The Board must approve the removal of an Appointed or Designated Director by the members.

(b) The Secretary of the Community Media Center of Marin shall notify the affected Director of any action taken under this Section and Section 7.06 (b) by certified mail (return receipt) within seven (7) days.

Section 7.08--Filling Vacancies

Except for the vacancy created by the removal of a Director by the members, vacancies on the Board of elected or appointed Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Vacancies of Designated Directors shall be filled by the entity that designated the departing Director. The members may fill any vacancy or vacancies not filled by the Directors after six months of the vacancy. The Directors so appointed shall serve the remaining term of the vacant seat.

Section 7.09--Regular Meetings

The Board of Directors shall schedule regular meetings for the transaction of the Community Media Center of Marin business and shall schedule these meetings at least quarterly throughout the year. Regular meetings will be held at a time and place determined by resolution of the Board without other notice than such resolution. Schedules and notices of Board meetings will be made available to members and the public and prominently posted in the office of the Community Media Center of Marin. The minutes of the previous meetings shall be prominently posted in the office of the Community Media Center of Marin.

Section 7.10--Organizational Meetings

Immediately after each 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 7.11--Special Meetings

The Chairperson, Vice-chairperson, or any two (2) Directors of the Board may call special meetings of the Board at any time. Written notice of the time and place of special meetings shall be mailed via first-class mail or mailed via electronic mail (e-mail) to each Director at least four (4) calendar days before such a meeting is held or two (2) days before the meeting if notice is given via telephone or in person. 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 (2) days in advance of any special meetings in the manner delineated in Section 7.09. 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 expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.12--Quorum

A quorum shall be a majority of the current members of the Board of Directors.

Section 7.13--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 7.14--Compensation

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