

September, 1995

RAMSEY/WASHINGTON COUNTIES SUBURBAN
CABLE COMMUNICATIONS COMMISSION II

BYLAWS

ARTICLE I.
DEFINITIONS

For the purposes of these Bylaws, the terms defined in this Article shall have the following meanings:

- Section 1.** "Board of Directors" or "Board" means the governing body of the Commission.
- Section 2.** "Commission" means the Ramsey/Washington Counties Suburban Cable Communications Commission II, created pursuant to the Joint and Cooperative Agreement.
- Section 3.** "City" or "Cities" or "Municipality" or "Municipalities" means any city, town or township.
- Section 4.** "Director" means a person appointed by a Member Municipality to be its representative on the Commission, and such person's appointed alternate.
- Section 5.** "Executive Director" means the person hired to be the chief administrative officer or coordinator of the Commission.
- Section 6.** "Joint and Cooperative Agreement" means the agreement between the municipalities of Birchwood Village, Dellwood, Lake Elmo, Mahtomedi, Maplewood, North St. Paul, Oakdale, Vadnais Heights, White Bear Lake, White Bear Township, Willernie and Grant Township, Minnesota, creating this Commission, and which supersedes and replaces the prior Joint and Cooperative Agreement entered into in 1981 by the Member Municipalities.
- Section 7.** "Member" or "Member Municipality" means a municipality which has entered into the Joint and Cooperative Agreement prior to October 15, 1995, or subsequently joins the Commission pursuant to the terms of the Joint and Cooperative Agreement.

ARTICLE II.
OFFICERS

- Section 1. Election.** The officers of the Commission shall consist of a Chair, Vice Chair, Secretary and Treasurer. Each officer shall be elected at the annual meeting of the

Commission in November of each year. Officers shall serve for a term of one (1) year, and shall be eligible for re-election for successive one (1) year terms.

Section 2. Removal. Any officer may be removed by the same affirmative vote of the Commission which was required for election.

Section 3. Vacancies. If any vacancy shall occur in any office by reason of removal, resignation, death, or otherwise, the Commission shall elect a person to fill such vacancy for the unexpired term of the person whom he/she replaces. Vacancies may be filled at any regular meeting of the Commission.

Section 4. Resignation. Any officer may resign by filing a written notice thereof with the Secretary of the Commission. If the officer resigning holds the position of Secretary, said notice shall be filed with the Chair.

Section 5. Absence. If both the Chair and Vice Chair are absent from any Commission or Executive Committee meeting, as the case may be, the Chair may, prior to such meeting, name a temporary Chair in writing to serve at the Commission or Executive Committee meeting, as the case may be. In the event the Chair neglects to appoint a temporary Chair prior to such a meeting, the Commission or the Executive Committee, as the case may be, shall name a temporary Chair.

Section 6. Chair. The Chair shall preside at all meetings of the Commission and the Executive Committee, shall generally supervise the business and affairs of the Commission, and shall have primary responsibility for seeing that all orders and resolutions of the Commission are carried into effect. He/she shall sign, with any other officer of the Commission, any contracts, resolutions, orders, instruments or other official actions of the Commission which the Commission has authorized to be executed. He/she shall, in general, perform all duties incidental to the office of the Chair and such other duties as may be prescribed from time to time by the Commission. The Chair shall be a member of the Executive Committee.

Section 7. Vice Chair. In the absence of the Chair, or in the event of the Chair's inability to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the power of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform other duties as from time to time may be assigned to him/her by the Chair or the Commission. The Vice Chair shall be a member of the Executive Committee.

Section 8. Secretary. The Secretary shall cause to be kept the minutes of the Commission and of the Executive Committee and these Bylaws; see that all notices required of the Commission are duly given as required by law and these Bylaws; shall be custodian of the Commission's records and cause to be kept a register of the name and post

office address of each Member, Director, and officer of the Commission; and shall generally perform all the duties incidental to the office of Secretary and such other duties as may from time to time be assigned to him/her by the Chair or by the Commission. The Secretary shall be a member of the Executive Committee.

Section 9. Treasurer. The Treasurer shall be responsible for all funds and securities of the Commission, and shall generally perform all the duties as may from time to time be assigned to him/her by the Chair or by the Commission. The Treasurer shall cause to be disbursed the funds of the Commission, as ordered by the Commission, taking the proper vouchers for such disbursements, and shall render to the Commission, at its regular meetings, or whenever it may require, an account of all transactions and of the financial condition of the Commission. The Treasurer shall be a member of the Executive Committee.

Section 10. Other. The Commission and the Executive Committee shall keep minutes of each meeting. All approved minutes shall be filed with the Executive Director and be available for inspection at the Commission's administrative offices. Minutes of the Executive Committee meetings shall be given to all Directors as a part of the Commission's regular agenda.

ARTICLE III. DIRECTORS

Section 1. Representation. Each Member shall be entitled to one (1) Director to represent it on the Commission. Each Director is entitled to vote in direct proportion to the percentage of annual revenues attributable to the Member represented by the Director to the total annual revenues of the system for the prior year rounded to the nearest whole number; provided, however, that each Director shall have at least one (1) vote, all in accordance with the Joint and Cooperative Agreement.

Section 2. Appointment. A Director shall be appointed by each Member. A Member shall notify the Commission office in writing of the appointment of any Director. A Director shall serve until a successor is appointed and qualifies. Directors shall serve without compensation from the Commission, but this shall not prevent a Member from compensating a Director if such compensation is authorized by law. Directors shall serve at the pleasure of the Member.

Section 3. Alternates. Each Member shall appoint at least one (1) alternate Director which may exercise all powers of a Director, in the absence of the Director, at any meeting of the Commission. A Member shall notify the Commission office in writing of the appointment of any alternate Director.

Section 4. Vacancies. A vacancy in the office of Director will exist for any of the reasons set forth in Minn. Stat. § 351.02, or upon a revocation of a Director's appointment duly filed by a Member with the Commission. Vacancies shall be filled by appointment by the council of the Member whose position on the Board is vacant.

ARTICLE IV.
MEETINGS

Section 1. Regular Meetings. Regular meetings of the Commission shall be held on the second Thursday of each month, at a time and place designated by the Commission.

Section 2. Special Meetings. Special meetings of the Commission may be called by (a) the Chair, or (b) the Secretary upon the written request of a majority of the Directors. Notice of a special meeting shall include the date, time, place and subject matter for the meeting and shall be provided to the Directors at least three (3) days prior to the meeting. Business at special meetings shall be limited to the subject(s) stated in the meeting notice.

Section 3. Quorum. The presence of a majority of the Directors representing a majority of the total authorized votes of all Directors shall constitute a quorum.

Section 4. Open Meetings. All meetings of the Commission, Executive Committee, or any other committee of the Commission shall be open to the public, except as permitted by the Minnesota Open Meeting Law.

Section 5. Notice of Meeting. The Secretary shall cause to be provided no less than five (5) days notice of regularly scheduled Commission meetings.

Section 6. Robert's Rules. The rules contained in the current edition of Robert's Rules of Order shall govern the Commission and the Executive Committee to the extent that they are not inconsistent with these Bylaws.

ARTICLE V.
VOTING

Section 1. Official Actions. All official actions of the Commission must receive two-thirds (2/3) of all authorized votes cast in the affirmative on that issue at a duly constituted meeting of the Commission and the affirmative vote of a majority of the total appointed Directors or six (6) Directors, whichever is less. Abstentions shall not be considered authorized votes cast.

Section 2. Proportional Voting. The annual revenues for each member and the total annual revenues as of December 31 of each year shall be determined by the records of the

cable operator filed with the Commission with the franchise fee payments. Prior to the first Commission meeting in March of each year, the Secretary shall determine the number of authorized votes for each Member in accordance with these Bylaws and the Joint and Cooperative Agreement and certify the results to the Chair.

Section 3. Proxies. There shall be no voting by proxy. All votes must be cast in person at Commission meetings by the Director.

ARTICLE VI. ANNUAL REPORTS

Section 1. General. On or before August 1, the Commission shall approve and transmit to each Member Municipality a report, including the Commission's annual audit, describing the past year's activities of the Commission and the Commission's goals for the upcoming year.

Section 2. Proposed Budget. In accordance with the Joint and Cooperative Agreement, a proposed budget for the ensuing calendar year including a clear accounting of anticipated carry-over and projected reserves shall be formulated by the Commission and submitted to the Members on or before August 1.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. Membership. There shall be an Executive Committee which shall consist of the four (4) officers of the Commission.

Section 2. Powers. The Executive Committee shall have all the powers and authority of the Commission in the management of the property, business and affairs of the Commission during the intervals between meetings of the Commission, except as otherwise directed by the Commission and except for the power to amend these Bylaws. The Executive Committee shall not unreasonably modify any action taken by the Directors or dispose of matters which the Bylaws reserve to the Commission.

Section 3. Meetings. Meetings of the Executive Committee shall be held whenever called by the Chair or two (2) members of the Executive Committee upon at three (3) days advance written notice. The date and place of the meeting shall be fixed by the person or persons calling it. Written notice of each meeting shall be given to all Directors and Members; however, notice may be waived by any Member who actually attends the meeting or who gives written waiver of such notice for a specified meeting.

Section 4. Quorum and Manner of Acting. Three (3) officers present at any meeting shall constitute a quorum of the Executive Committee. All official actions of the Executive Committee must receive the affirmative vote of a majority of those officers

present and voting at a duly constituted meeting. All meetings of the Executive Committee shall be in accordance with the procedures prescribed by these Bylaws and the Joint and Cooperative Agreement.

Section 5. Minutes. All minutes of the Executive Committee shall be provided to all Directors and filed with the Executive Director.

ARTICLE VIII.
COMMITTEES

Section 1. Committees. The Commission or Executive Committee may establish and appoint committees as it shall, from time to time, deem necessary or appropriate to fulfill the purposes of the Commission. Any such committee shall conduct the business in a manner consistent with the Joint and Cooperative Agreement and these Bylaws.

Section 2. Reports to Commission. Each advisory committee shall provide an update to the Commission on its activities at the next regular meeting following its meeting. Minutes shall be filed with the Executive Director for all committee meetings.

ARTICLE IX.
OFFICIAL ADDRESS

Section 1. The official address and telephone number of the Commission shall be 7245 Stillwater Boulevard North, Oakdale, Minnesota 55128, (612) 779-7144.

ARTICLE X.
AMENDMENT OF BYLAWS


The Commission may amend the Bylaws from time to time upon the affirmative vote of two-thirds (2/3) of the total appointed Directors.

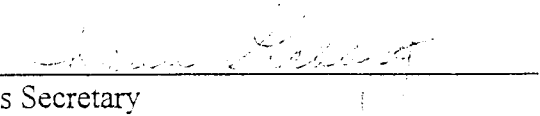
ARTICLE XI.
DISTRIBUTION OF MATERIALS

All materials distributed at Commission meetings shall be made available to interested parties upon request. Copies of all such materials shall be maintained at the Business Office of the Commission.

ADOPTED THIS 9th DAY OF November 1995.

Ramsey/Washington Counties Suburban
Cable Communications Commission

By 
Its Chair

By 
Its Secretary

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