

August 24, 2007

BY-LAWS FOREST LAKECABLE COMMISSION

I. PREAMBLE

These By-Laws are for the express purposes of assisting in the administration of the Forest Lake Cable Commission and shall be subordinate to the Joint Powers Agreement in any matter of dispute.

II. DEFINITIONS

For purposes of these By-Laws, the following terms, phrases, words and their derivations shall have the meanings given herein. When not inconsistent with the context, words used in the present tense include the future, words in the plural number include the singular number, and words in the singular number include the plural number. The word "shall" is mandatory and "may" is permissive. Words not defined shall be given their common and ordinary meaning.

Section 1. "**Commission**" means the organization created pursuant to the Joint Powers Agreement.

Section 2. "**City**" or "**Cities**" or "**Municipalities**" means any city or township.

Section 3. "**Commissioner**" or "**Director**" means a person appointed by a member City Council to be one of its representatives on the Commission.

Section 4. "**Member**" or "**Member Municipality**" means a municipality which has entered into this Agreement and is, at the time involved, a member in good standing.

III. OFFICERS

The officers of the Commission shall consist of a Chair, Vice Chair, Secretary and Treasurer. Each officer elected at the annual meeting of the Commission in January shall serve for a term of two (2) years, be eligible for re-election for one successive two (2) year term.

IV. MEETINGS

Section 1. An annual meeting of the Commission will be held in January of each year for the purpose of elections and a meeting in September to adopt a budget. The Chair or designee shall send appropriate material pertaining to agenda items to each Commissioner at least five (5) days prior to the meeting. Business at regular meetings of the Commission, however, need not be limited to matters set forth in the agenda.

Section 2. No meeting of the Commission shall exceed two and one-half (2 1/2) hours in length unless extended by resolution passed by a majority of Commissioners present at a meeting.

Section 3. Regular meetings of the Commission may be cancelled by a majority of the Commissioners or by the Chair upon agreement by a majority vote of the Commissioners present.

Section 4. Special meetings of the Commission may be called by 1) the Chair acting alone; or 2) the Secretary upon written request of five (5) Commissioners. Notice of a special meeting shall include the date, time, place and subject matter for that meeting and shall be sent by the Secretary or designee to the Commissioners at least five (5) days prior to the meeting. Business at special meetings shall be limited to the subjects stated in the meeting notice.

Section 5. The presence of four (4) Directors shall constitute a quorum of the Commission for the conduct of business at any meeting of the Commission. If a quorum exists at any time during the meeting, a quorum is then determined to exist for the remainder of the meeting. In the event no quorum is present, the Chair may adjourn the meeting from time to time.

Section 6. All meetings of the Commission or any of its committees shall be open to the public. The Chair may, subject to challenge by a majority of the Commissioners present, permit or close public discussion on any agenda item. Public participation at Commission meetings

relative to specific agenda items already considered by a Committee should, to the extent possible, present new information not previously made available to the Commission.

Section 7. At least one (1) day before a regular meeting of the Commission, each member should display or post the agenda of that meeting at its City Hall or otherwise make it available for public inspection. In the event it is not posted, the fact would not invalidate the meeting.

Section 8. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Commission to the extent that they are not inconsistent with these By-Laws. Commission rules may be suspended by a two-thirds (2/3) vote of the Commissioners present.

V. ACCOUNTING FUNCTIONS

The Commission shall contract with one of the Members to administer the funds of the Commission, perform clerical functions for the Commission such as, accounting, record keeping, maintaining of accounts, bank accounts and perform other administrative duties which the Commission may specify. All funds of the Commission shall be handled in this matter and the Commission shall not collect monies or disburse funds on its own behalf. All expenditures of the Commission shall be made by and to the Member which contracts with the Commission for fiscal management. Such Member shall serve in this capacity for a period of two years at which time the Member may agree to continue for another term or another Member must assume the role on behalf of the Commission.

VI. COMMISSION STAFF

Section 1. All hiring decisions for the Commission shall be made by the majority vote of the Directors. The Commission shall employ a Commission Administrator to provide administrative assistance, record keeping and reporting for the Commission. The following

duties and responsibilities for the Commission Administrator shall include, but not be limited to the following:

- Schedule all Commission meetings
- Prepare agenda for all Commission meetings
- Attend all Commission meetings
- Prepare minutes of all Commission meetings
- Perform accounts receivable and accounts payable functions in cooperation with the Member assigned to handle the financial functions of the Commission
- Prepare monthly expense and revenue reports in cooperation with the Member assigned to handle Commission accounting functions.
- Prepare annual budget for the Commission
- Handle all administrative tasks delegated by the Commission
- Maintain specified office hours as determined by the Commission
- Prepare a log of all hours worked
- Supervise any additional employees and their job responsibilities as determined by the Commission

Section 2. The Commission shall, by a majority of vote of the Directors, employ such other staff as may be necessary to carry out the functions of the Commission.

Section 3. Employee reviews shall be handled by the Commission and/or a designated committee of the Commission. Employees may be terminated only upon a majority vote or the Directors.

VII. SPECIAL COMMITTEES

Section 1. There shall be a By-Laws Committee made up of Commissioners appointed by the Chair. The By-Laws Committee shall facilitate By-Laws changes pursuant to the procedure set forth in these By-Laws and the Joint Powers Agreement.

Section 2. The Chair may, from time to time, and subject to Commission approval, establish subcommittees of Commission with such composition and for such purposes as Chair may prescribe. Commissioners other than those serving on the subcommittee may attend and participate fully at such subcommittee meetings. The date, time, place and general business of any subcommittee meeting shall be given to all Directors on the subcommittees by written notice at least forty-eight (48) hours prior to the subcommittee meeting. All meetings of any

subcommittees shall be in accordance with the procedures prescribed in these By-Laws and the Joint Powers Agreement.

Section 4. The Chair, may, from time to time, and subject to Commission approval, establish such study committees and task forces composed of such Commissioners and non-Commissioners as it may authorize and designate for such purposes as it may deem necessary or useful to assist the Commission in accomplishing its responsibilities, duties and objectives. The date, time, place and general business of any task force or study committee meeting shall be given to each member of such committee by written notice at least forty-eight (48) hours prior to the study committee or task force meeting. Any meeting of such committee shall be in accordance with the procedures prescribed by these By-Laws and the Joint Powers Agreement.

VIII. OFFICIAL ADDRESS

The official address and telephone number of the Forest Lake Cable Commission shall be the office address of the Cable Administrator.

IX. AMENDMENTS

Section 1. **Procedure.** Amendments to these By-Laws may be proposed by any Commissioner. The By-Laws may be amended in one of two ways.

- a. A proposed By-Law amendment may be brought up at a regular meeting, then referred to the By-Laws Committee for its recommendation and then voted upon at the next meeting of the Commission provided that the Commission shall take no action to amend the By-Laws without ten (10) days prior written notice to each Commissioner; or
- b. A proposed By-Law amendment may be brought by giving ten (10) days advanced written notice prior to a scheduled meeting to all Commissioners. The proposed amendment would then be referred to the By-Laws Committee for its recommendation and acted upon by the Commission as a whole at the scheduled meeting.

In no event shall a proposed By-Law amendment be acted upon without a recommendation from the By-Laws Committee. An amendment will be effective pursuant to the provisions of the Joint Powers Agreement.

I certify that the foregoing By-Laws of the Forest Lake Cable Commission were adopted by the Commissioners at the regular meeting thereof on 11-29, 2007, by

Ronald Schaffer, Secretary.

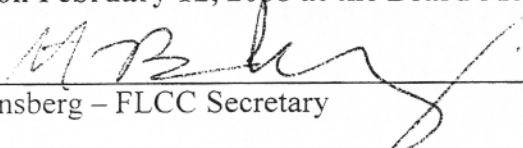
By Ronald Schaffer
Secretary

**An Amendment to
Lakes Area Community Television By Laws,**

To read as follows:

**Part IV. Meetings, Section 1, should read as follows: An yearly
meeting shall be held in February for the purpose of elections . . .**

Adopted on February 12, 2008 at the Board Meeting.



Steve Brunsberg – FLCC Secretary

4-15-09

Date