

**BYLAWS**  
**OF**  
**EDUCATIONAL TELEVISION FOR THE CONEJO**  
**A California Non-Profit Public Benefit Corporation**

**ARTICLE 1: OFFICES**

**1. PRINCIPAL OFFICE.** The location of the Corporation's principal executive office for the transaction of business of the Corporation is hereby fixed and located in the County of Ventura, State of California. The Board of Directors may change the location of the principal executive office to any place within or outside of California.

The principal executive office is located at:

c/o Conejo Valley Unified School District  
1400 E. Janss Road  
Thousand Oaks, California 91360

**2. OTHER OFFICES.** Branch or subordinate offices may be established at any time and at any place by the Board of Directors.

**ARTICLE 2: MEMBERS**

**1. MEMBERS PROHIBITED.** The Corporation shall not have any members.

**2. EFFECT OF PROHIBITION.** Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the Nonprofit Public Benefit Law in the members shall vest in the Directors.

**ARTICLE 3: DIRECTORS**

**1. POWERS.** Subject to the provisions of the California General Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Without prejudice to these general powers, and subject to the same limitations, the Board of Directors may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to the Board's general

powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all other officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service;

(b) To change the principal executive office or the principals business office in the State of California from one location to another; and conduct business within the State of California;

(c) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem best;

(d) To adopt, make and use a corporate seal; and alter the form of the seal;

(e) To borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

**2. NUMBER OF DIRECTORS.** The authorized number of Directors shall be as set forth below. This number can be changed by an amendment to the Articles of Incorporation or an amendment to this Bylaw.

The exact authorized number of Directors shall be as stated in the next sentence, as duly amended from time to time.

**Number of Directors: 5**

The Board of Directors shall consist of no fewer than three Directors who are CVUSD employees or members of the Board of Education and no fewer than two Directors who are Conejo Schools Foundation (CSF) Board members or staff. The five representatives may elect a sixth Director, by a majority vote, if the Board of Directors elects to have six Directors.

**3. ELECTION AND TERM OF DIRECTORS.** Directors shall hold office for three years. Directors terms shall be staggered 2-2-1. Directors to replace the Directors whose terms are expiring shall be elected at each annual meeting of the Board of Directors. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

**4. VACANCIES.** Any Director may resign effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later effective date. Except upon notice to the Attorney General, no Director may resign where the corporation would then be left without a duly elected director or directors in charge of its affairs (California Non-Profit Public Benefit Corporation §5226). If the resignation is effective at a

future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

A vacancy in the Board of Directors shall be deemed to exist:

- (a) if a Director dies, resigns, or is removed;
- (b) if the Board of Directors declares vacant the office of a Director who has been convicted of a felony or declared of unsound mind by an order of court;
- (c) if the authorized number of Directors is increased; or
- (d) if the Director is found by a final Order or Judgment of any Court to have breached any duty arising under Article 3 of the California Non-Profit Public Benefit Corporation Law.

When a vacancy in the Board arises, other than the sixth Director who is elected by the five representatives from the educational facilities (which vacancy shall be filled by election of a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director), the educational facility which the vacating Director represented shall nominate a replacement Director who shall serve, subject to approval by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director.

**5. VOTING RIGHTS.** Voting officers are defined as the President, Secretary, Treasurer, and Director(s). The Executive Director performs operational duties of the Educational Television for the Conejo. The Executive Director serves in an advisory capacity to the Board and does not have voting privileges.

A Simple Majority Vote means more than half of the votes cast (excluding voting officers who abstain) with a quorum being present. A Simple Majority Vote may be used for consent items such as approval of the Agenda and approval of the Minutes.

A Two-thirds (2/3) Vote means at least two-thirds of the votes cast (excluding voting officers who abstain) with a quorum being present. A Two-thirds (2/3) Vote can be used for approval of Action Items (i.e.: Elections, Amendment of Bylaws, binding agreements, major issues regarding funding and policy, etc.)

**6. PLACE OF MEETINGS.** Regular meetings and Special meetings of the Board of Directors shall be held within the boundaries of the territory over which the Corporation has jurisdiction at a location that is fully accessible to members of the public. In the absence of a designation, meetings shall be held at the principal executive office of the Corporation.

**7. MEETING NOTICE AND AGENDA REQUIREMENTS.** The Brown Act provides for three different types of meetings. Regular meetings occur at a time and location generally set by ordinance, resolution, or by-laws. At least 72 hours prior to a regular meeting, an agenda must be posted which contains a brief general description of each item to be transacted or discussed at the meeting. Special meetings may be called at any time but notice must be received at least 24 hours prior to the

meeting by all Directors and by all media outlets that have requested notice in writing. Emergency meetings, which are extraordinarily rare, may be called upon one-hour notice to media outlets that have requested notice in writing.

**8. ANNUAL DIRECTORS' MEETING.** The Board of Directors shall hold an annual meeting at the principal office or at any other place designated by the Board, to elect officers and transact other necessary business as desired, within the first quarter of each school year at a time and place convenient to the Board of Directors and accessible to the public. In addition, the Board of Directors may hold additional meetings as needed.

**9. QUORUM.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except for amendment of by-laws, which requires a majority vote of all Directors, and adjournment.

A meeting at which a quorum was initially present may continue to transact business despite the withdrawal of Directors, if the action taken is approved by at least a majority of the quorum required for that meeting.

**10. ADJOURNMENT TO ANOTHER TIME OR PLACE.** Per the Brown Act, regular and special meetings may be adjourned to a future date (§54955.) If the subsequent meeting is conducted within five (5) days of the original meeting, matters properly placed on the agenda for the original meeting may be considered at the subsequent meeting (§54954.2(b)(3).) If the subsequent meeting is more than five (5) days from the original meeting, a new agenda must be prepared and posted pursuant to §54954.2.

Then a meeting is adjourned to a subsequent date, notice of the adjournment must be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When less than a quorum of a body appears at a noticed meeting, the body may either meet as a committee of the parent body or adjourn to a future date pursuant to the provisions of §54955 or §54954.2(b)(3).

**11. RIGHTS OF INSPECTIONS.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation of which such person is a Director.

**12. COMPENSATION OF DIRECTORS.** Directors and members of committees of the Board shall serve without compensation for their services, but may be reimbursed for expenses, as fixed or determined by resolution of the Board of Directors. This section shall not preclude any Director from serving the Corporation as an officer, agent, employee, or in any other capacity, and receiving compensation for those services. Upon Board approval, Directors and members of committees may receive compensation from the Corporation for services rendered to it, provided, however, that not more than forty-nine percent (49%) of the persons serving on the Board shall be interested persons without the meaning of Section 5226 of the California Non-Profit Public Benefit Corporation Law.

## ARTICLE 4: COMMITTEES

**1. EXECUTIVE AND OTHER COMMITTEES OF THE BOARD.** The Board of Directors, by resolution adopted by a majority of the authorized number of Directors, may create one or more committees with the authority of the Board (“Board committees” or “committees of the Board”), except with respect to:

- (a) the approval of any action for which the California Non-Profit Public Benefit Corporation Law also requires approval of the Members or approval of a majority of all Members (such limitation of committee action shall apply whether or not the Corporation has Members);
- (b) the filling of vacancies on the Board or in any committee;
- (c) the fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) the amendment or repeal of any resolution of the Board by which its express terms is not so amendable or repealable;
- (f) the appointment of other committees of the Board or the Members thereof;
- (g) the expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) except to the extent provided by Section 5233 of the California Non-Profit Public Benefit Corporation Law, the approval of any self-dealing transaction, as such transactions are defined in said Section.

**2. MEETINGS AND ACTIONS OF BOARD COMMITTEES.** Meetings and actions of committees of the Board shall be governed by the Bylaw provisions applicable to meetings and actions of the Board of Directors as to place of meetings, regular meetings, special meetings, quorum, adjournment, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that:

- (a) the time of regular committee meetings may be determined either by resolution of the Board of Directors or by resolution of the committee;
- (b) special committee meetings may also be called by resolution of the Board of Directors;
- (c) notice of special committee meetings shall also be given to all alternate members; and
- (d) alternate members shall have the right to attend all meetings of the committee.

The Board may adopt rules, not inconsistent with the Bylaws, for the governance of committees of the Board.

**3. NON-BOARD COMMITTEES.** One or more committees without the power and authority of the Board (“non-Board” committees) may be created by Board resolution, for investigative and other appropriate purposes. Membership on non-Board Committees is not limited to Directors. To bind the Corporation, actions or non-Board committees must be ratified by the Board of Directors.

## **ARTICLE 5: OFFICERS**

**1. OFFICERS; ELECTION.** Only Directors can be officers of ETC. The Corporation shall have a chief executive officer/President, a secretary, and a chief financial officer/Treasurer. There may also be other officers as specified in the Bylaws or designated by the Board of Directors.

**2. CHIEF EXECUTIVE OFFICER/PRESIDENT.** The President shall serve as general manager and chief executive officer of the Corporation and shall have general supervision, direction, and control over the Corporation’s business and its officers, with all the general powers and duties of management usually vested in a Corporation’s chief executive officer.

The President shall exercise and perform such powers and duties as prescribed by the Bylaws or by the Board of Directors. The President shall also preside at Board meetings if there is no Chairman of the Board or if the Chairman is absent.

**3. SECRETARY.** The Secretary shall have the following duties:

(a) **MINUTES.** The Secretary shall be present at and take the minutes of all meetings of the Board of Directors and committees of the Board. If the Secretary is unable to be present, the Secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as designated by the Board of Directors, a book of minutes of all meetings and actions of the Board of Directors and committees of the Board. The minutes of each meeting shall state the following: the time and place of the meeting; whether it was regular or special; if special, how it was called or authorized; the notice given or waivers or consents obtained; the names of Directors present at Board or committee meetings; and an accurate account of the proceedings.

(b) **NOTICE OF MEETINGS.** The Secretary shall give notice, or cause notice to be given, of all Board meetings and committee meetings for which notice is required by statute or by the Bylaws. If the Secretary or other person authorized by the Secretary to give notice fails to act, notice of any meeting may be given by any other officer of the Corporation. The Secretary shall maintain records of the mailing or other delivery of notices and documents to Directors, as prescribed by the Bylaws or by the Board of Directors.

(c) **OTHER DUTIES.** The Secretary shall keep the seal of the Corporation, if any, in safe custody. The Secretary shall have such other powers and perform such other duties as prescribed by the Bylaws or by the Board of Directors.

**4. CHIEF FINANCIAL OFFICER/TREASURER.** The chief financial officer/Treasurer, shall keep or cause to be kept adequate and correct books and records of accounts of the properties and

business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any Director.

The chief financial officer/Treasurer shall (1) monitor the deposit of Corporate funds and other valuables in the Corporation's name and to its credit with depositories designated by the Board; (2) monitor the disbursement of corporate funds as authorized by the Board; (3) whenever requested by the Board or the chief executive officer/President, render a statement of the Corporation's financial condition and an account of all transactions he or she has conducted as chief financial officer/Treasurer; and (4) exercise such other powers and perform such other duties as prescribed by the Bylaws or by the Board of Directors.

**5. VICE PRESIDENTS.** There may be one or more Vice Presidents, as determined by the Board. In the absence or disability of the President, the President's duties and responsibilities shall be carried out by the highest-ranking available Vice President, or if there are two or more unranked Vice Presidents, by a Vice President designated by the Board of Directors. When so acting, a Vice President shall have all the powers of and be subject to all the restrictions on the President. Vice Presidents shall have such other powers and perform such other duties as prescribed by the Bylaws or assigned from time to time by the Board of Directors or the chief executive officer.

**6. SUBORDINATE OFFICERS.** The Board of Directors may appoint, and may empower the chief executive officer to appoint, subordinate officers as required by the Corporation's business, whose duties shall be as provided in the Bylaws or as determined from time to time by the Board of Directors or the chief executive officer.

**7. REMOVAL AND RESIGNATION OF OFFICERS.** Any officer chosen by the Board of Directors may be removed by the Board at any time, with cause on notice and for any of the reasons set forth in Paragraph 4 of Article 3 of these Bylaws. Subordinate officers appointed by persons other than the Board may be removed at any time, with cause on notice, by the Board or by the person by whom appointed. A removed officer shall have no claim against the Corporation or individual officers arising from such removal.

An officer's resignation or its acceptance by the Corporation shall not prejudice any rights the Corporation may have to monetary damages under an employment contract.

**8. VACANCIES IN OFFICES.** Vacancies in an office position resulting from an officer's death, resignation, removal, disqualification, or any other cause shall be filled by the Board or by the person, if any, authorized by these Bylaws or the Board to make an appointment to that office.

**9. COMPENSATION.** No compensation shall be payable to officers.

## **ARTICLE 6: RECORDS AND REPORTS**

- 1. MAINTENANCE OF BYLAWS.** The Corporation shall keep at its principal executive office, or if its principal executive office is not in California, at its principal business office in this state, the original or a copy of the Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.
- 2. MINUTES AND ACCOUNTING RECORDS.** The minutes of proceedings of the Board of Directors and committees of the Board, and the accounting books and records shall be kept at the principal executive office of the Corporation, or at such other place or places as designated by the Board of Directors. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form.
- 3. FINANCIAL STATEMENTS.** The Corporation shall keep a copy of any annual financial statement, quarterly or other periodic income statements, and accompanying balance sheets on file in its principal executive office for 12 months.

## **ARTICLE 7: GENERAL CORPORATE MATTERS**

- 1. AUTHORIZED SIGNATORIES FOR CHECKS.** All checks, drafts, or other orders for payment of money, notes, and other evidences of indebtedness issues in the name of or payable to the Corporation shall be signed or endorsed in the manner and by the persons authorized by the Board of Directors.
- 2. EXECUTING CONTRACTS AND INSTRUMENTS.** The Board of Directors may authorize any of its officers or agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or it may be confined to one or more specific matters. No officer, agent, employee, or other person purporting to act on behalf of the Corporation shall have any power or authority to bind the Corporation in any way, pledge its credit, or render it liable for any purpose in any amount, unless that person was acting with authority duly granted by the Board of Directors as provided in these Bylaws, or unless an unauthorized act was later ratified by the Corporation.
- 3. CONSTRUCTION AND DEFINITIONS.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Sections 100 through 195 of the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes a Corporation and a natural person.

## **ARTICLE 8: AMENDMENTS**

- 1. AMENDMENT OF ARTICLES OF INCORPORATION.** Unless otherwise provided under applicable law, amendments to the Articles of Incorporation may be adopted if approved by the Board. An amendment to the Articles of Incorporation shall be effective as of the date that the appropriate certificate of amendment is filed with the Secretary of State.

2. **AMENDMENT OF BYLAWS.** Except as otherwise required by law or by the Articles of Incorporation, these Bylaws may be amended or repealed, and new Bylaws may be adopted, by a majority of the sitting Directors of the Board of Directors.

## **ARTICLE 9: INDEMNIFICATION**

1. **DEFINITIONS.** For the purposes of this Article 9, “agent” means any person who is or was a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic Corporation which was a predecessor Corporation of the Corporation or of another enterprise at the request of such predecessor Corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article 9.

2. **INDEMNIFICATION IN ACTIONS BY THIRD PARTIES.** The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding, (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Non-Profit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

3. **INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION.** The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Non-Profit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person’s duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application

that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expense incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

**4. INDEMNIFICATION AGAINST EXPENSES.** To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article 9 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**5. REQUIRED DETERMINATIONS.** Except as provided in Section 4 of this Article 9 any indemnification under this Article 9 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article 9, by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceedings; or

(b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

**6. ADVANCE OF EXPENSES.** Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article 9.

**7. OTHER INDEMNIFICATION.** No provision made by the Corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of Directors, an agreement or otherwise, shall be valid unless consistent with this Article 9. Nothing contained in this Article 9 shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

**8. FORMS OF INDEMNIFICATION NOT PERMITTED.** No indemnification or advance shall be made under this Article 9, except as provided in Sections 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in

which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**9. INSURANCE.** The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article 9, provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Non-Profit Public Benefit Corporation Law.

**10. NONAPPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLANS.**

This Article 9 does not apply to any proceeding against any trustee, investment manager or other fiduciary of any employee benefit plan in such person's capacity as such, even through such person may also be an agent of the Corporation as defined in Section 1 of this Article 9. The Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

**CERTIFICATE OF ADOPTION OF BYLAWS**

**Adoption by Director(s).**

The undersigned on behalf of the above-named Corporation hereby adopts the same as the Bylaws of said Corporation.

Executed this 21 day of June, 2016.

Reggie Buckles

**Certificate by Secretary.**

**I DO HEREBY CERTIFY AS FOLLOWS:**

That I am the duly elected, qualified and acting Secretary of the above-named Corporation; that the foregoing Bylaws, comprising 10 pages, constitute the Bylaws of the Corporation as adopted at a meeting of its Board of Directors held on the date set forth above.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the corporate seal this 21 day of JUNE, 20016

Ann N. Benitabilius