

Saratoga Community Access Cable TV Foundation

By-laws

I. NAME

The Organization shall be known as the SARATOGA COMMUNITY ACCESS CABLE TV FOUNDATION, hereinafter referred to as the "Foundation".

II. PURPOSE

The purpose of the Foundation shall be to encourage the beneficial use of the public access, educational and government cable channels, KSAR and KEDU, provided by the cable TV company serving the residents of the City of Saratoga.

III. GOVERNMENT

1. Officers: The Officers of the Foundation shall be: Chair, Vice-Chair, Secretary, and Treasurer. The chair cannot also be Secretary or Treasurer.
2. The general management and control of the affairs, funds, Property, and policies of the Foundation shall be vested in the Board of Directors consisting of the following:
 - a.) One voting member from the Saratoga City Council.
 - b.) One non-voting member from the staff of the City of Saratoga.
 - c.) A minimum of three voting members, with a maximum of eleven, the majority being residents of Saratoga who are subscribers to the Saratoga cable TV system.

CHAPTER 1. - MEETINGS

1. Annual Meeting: The Board shall hold an Annual Organizational Meeting in July of each year in the City of Saratoga at a location, date and time as designated by the Board.
2. Regular Board Meetings: The Board shall convene once a month or at a minimum of once per calendar quarter. Additional meetings may be called or scheduled by the Board as may be required. The Chair may call a special meeting of the Board as may from time to time be necessary.

3. Quorum: Quorum at a Board meeting shall be a majority of the voting members of the Board. If a quorum is not present, the presenting officer may adjourn the meeting to an alternate future date and time.
4. Absence: A Board member who shall be absent without excuse from **three** successive meetings of the Board shall, unless excused by the Board, be deemed to have tendered his/her resignation. A vacancy so occurring shall be filled forthwith as provided elsewhere in the by-laws. An absence may be excused at the discretion of the Chair.
5. Meeting Agendas: The Board meetings shall have an agenda containing at minimum the following items:
- a.) Call to Order
 - b.) Minutes of the previous regular meeting and intervening special meetings, if any
 - c.) Treasurers Report
 - d.) Committee Reports
 - e.) Old Business
 - f.) New Business
 - g.) Adjournment
6. Place and Time of Regular Meetings of the Board: Regular meetings of the Board shall be held at the Saratoga City Hall on the fourth Wednesday of each month, unless rescheduled or cancelled by action of the Board.
7. Compliance: All meetings of the Board and of committees of the Board shall be in full compliance with California Government Code: Sec. 54954 et seq. (Commonly known as "The Brown Act"). Meeting agendas shall be posted at SARATOGA CITY HALL.

CHAPTER 2. - ELECTIONS

1. Board Members:

- a.) The Saratoga City Council member shall be appointed by the Saratoga City Council.

b.) The non-voting Saratoga staff member shall be designated by the City Manager.

c.) The Board members representing the residents of Saratoga shall serve three year overlapping terms.

2. Officers: Board Officers shall be elected by the Board annually at the Board's regular July meeting. Terms of Officers are limited to one year, but are renewable.

3. Vacancies:

a.) City appointed Board positions which become vacant shall be filled expeditiously by the appointing entity and shall be seated on the Board without any further action by the members of the Board.

b.) Resident representative Board vacancies shall be filled by election, conducted by all members of the Board. If the vacancy is in mid-term, the election shall be for the balance of the unexpired term.

CHAPTER 3. - DUTIES

1. The Chair shall preside at meetings of the Board and shall make a report at the July Annual Organizational Meeting. The Chair may call special meetings of the Board as he/she deems necessary or advisable.

2. The Vice-chair shall assist the Chair and in his/her absence shall act in his/her behalf, including presiding at Board meetings.

3. The Secretary shall, as appropriate:

a.) Prepare and distribute Board meeting agendas.

b.) Prepare and distribute Board meeting minutes.

c.) Handle any correspondence involving the Board.

d.) Maintain records of all previous meetings, reports, and communications connected with the business of the Board and the Foundation.

- e.) Be responsible for public notification of the Annual Organizational Meeting.
- f.) Under his/her authority and supervision delegate the administrative and clerical aspects of some or all of the above to a staff person.

4. The Treasurer/Director shall receive all monies due the Foundation and promptly deposit them in an account at a financial institution approved by the Board and having a branch in Saratoga. He/She shall disburse funds of the Foundation as acted upon by and under the direction of the Board. He/She shall maintain detailed accounts and records of all financial transactions and shall report at each regular meeting of the Board all receipts and disbursements, as well as current account status. The Board will maintain a Policies document, which will include signature requirements and corresponding expenditure/obligation limits.

- a.) Under his/her authority and supervision delegate the administrative and clerical aspects of some or all of the above to a staff person.

CHAPTER 4. - COMMITTEES

1. The Board may at its discretion establish committees, as it may deem necessary or advisable. Said committees may with Board approval seek and include non-Board members to be on their committee. Such non-Board member committee members shall be on an advisory or consulting basis and may upon Board approval be financially compensated.

CHAPTER 5. - AMENDMENT OF THE BY-LAWS

1. Amendment of the By-laws requires two meetings of the Board. In order to be acted upon, amendments to the By-laws are to be presented or proposed in writing at a regular meeting of the Board. The amendment cannot be acted upon at that meeting but must be spread upon the minutes of the meeting as a "Pending By-law Amendment". The amendment must be voted upon as proposed without alteration at the next regular meeting and requires a simple majority of the total voting membership of the Board in order to be enacted.

Adopted by the Board of Directors at its Regular Meeting on July 24, 2024: