

**BY-LAWS OF THE
NORTH SUBURBS ACCESS CORPORATION**

**ARTICLE I.
NAME**

Section 1. Name. The name of the Corporation shall be North Suburbs Access Corporation, a non-profit Minnesota corporation.

Section 2. Abbreviations. Whenever it is desirable to abbreviate the name of the Corporation, the initials “NSAC” shall be considered in every way the equivalent of the legal name of the Corporation.

**ARTICLE II.
PURPOSE**

The purpose of NSAC shall be as provided in Article II of the Articles of Incorporation.

**ARTICLE III.
OFFICES**

Section 1. Registered Office. The registered office of NSAC required by the Minnesota Business Corporation Act to be maintained in the State of Minnesota is as provided and designated in the Articles of Incorporation. The Board of Directors (“Board”) may, from time to time, change the location of the registered office. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the new registered office shall be filed with the Secretary of State of the State of Minnesota.

Section 2. Other Offices. NSAC may establish and maintain such other offices, within the State of Minnesota, as the Board may from time to time determine, or where the activities of NSAC may require.

**ARTICLE IV.
MEMBERSHIP**

Section 1. Designation of Members. The members of NSAC shall be the persons, corporations, or organizations so designated from time to time by the Board.

Section 2. Membership Classes and Dues. There shall be such levels of membership and

dues for such members as so designated from time to time by the Board. Dues of members shall consist of annual dues. The annual dues for members shall be in such amount, and payable at such time, as the Board shall adopt by resolution. Failure to remit such dues in a timely manner shall terminate membership rights and privileges, if any, and such members shall be removed from the membership role maintained by NSAC.

Section 3. Member Voting Rights and Meetings. The members shall have no voting rights as members. Accordingly, there shall be no meetings of members of NSAC.

ARTICLE V. **BOARD OF DIRECTORS**

Section 1. Number of Directors. The Board shall consist of ten (10) members, who shall be the ten (10) Directors of the North Suburban Communications Commission (“Commission”) or their duly appointed alternate.

Section 2. Directors/Term. The Directors shall serve for a term which shall be the same as each Director’s term on the North Suburban Communications Commission.

Section 3. Management of Corporate Affairs. The Board of this Corporation shall control the general management of its affairs and shall elect all officers of this Corporation. In addition to the powers and authorities these By-Laws confer upon it, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are directed or required by statute or the Articles of Incorporation of the Corporation or by these By-Laws.

Section 4. Vacancies. In the event a Director dies, resigns, is disabled or is otherwise removed from the Commission, the vacancy shall be filled by that Director’s duly appointed successor on the Commission.

Section 5. Voting. The ten (10) members of the Board shall exercise the same proportional voting as they exercise on the Commission. The acts and resolutions of the Board shall be enacted by a two-thirds (2/3) majority vote of the authorized votes cast on that issue provided that five (5) Directors present and voting must vote in the affirmative.

Section 6. Meetings of the Board of Directors. The Board may hold meetings either within or without the State of Minnesota. An annual meeting of the Board shall be held each year at such times and such places as shall from time to time be determined by the Board. The Secretary shall certify all new appointments to the Board, as a result of expired terms or vacancy for any

reason, from time to time and at the annual meeting. Regular meetings of the Board shall be held quarterly or at such times and places as shall from time to time be determined by the Board. Notice not less than five (5) business days shall be directed to each Director by a method specified in Article VIII of these By-Laws

Section 7. Special Meetings. Special meetings of the Board may be called by the President of the Board or any three (3) Directors on notice of not less than three (3) business days directed to each Director, in accordance with the notices provision of Article VIII. Activities transacted at any special meeting of the Board shall be limited to the purpose stated in the notice.

Section 8. Meetings without Notice. Any Director may in writing, either before or after the meeting, waive notice thereof; and without notice any Director by his or her attendance at and participation in the action taken at any meeting of the Board shall be deemed to have waived notice thereof. Whenever all of the Directors of this Corporation shall be present and consent to or participate in a meeting thereof, such meeting shall be deemed to be a legal meeting and all the business transactions thereat shall be legal and valid in all respects, the same as though such meeting had been regularly called and notice thereof had been regularly given.

Section 9. Quorum and Adjourned Meeting. The presence of five (5) Directors representing a majority of the total authorized votes of all Directors shall institute a quorum, but a smaller number may adjourn from time to time.

Section 10. Written Action of Directors. Provided that all Directors are notified of the text of the proposed written action prior to the signing by any of the Directors, any action may be taken by the Board without a meeting, by written action of the Board signed by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present. Such action shall be effective upon the date the last signature of the required number of Directors is placed on such writing or writings, or such earlier or later date as set forth therein. Any action of a committee of the Board may be taken in the same manner and in accordance with the same procedures as provided in this Section for the Board.

Section 11. Attendance at Meetings. Unless otherwise restricted by the Articles of Incorporation or these By-Laws, members of the Board, or of any committee designated by the Board, may participate in a meeting of the Board, or of any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation at a meeting shall constitute presence in person

at the meeting.

Section 12. Executive Committee. The Executive Committee shall consist of the officers of the Board. The President of the Board shall be Chair of the Executive Committee. During the intervals between meetings of the Board, the Executive Committee shall possess and may exercise those powers specifically delegated to it by the Board. All actions by the Executive Committee shall be reported to the Board at its meeting next succeeding such action. The Executive Committee shall have one (1) vote per member. A majority of the members of the Executive Committee shall constitute a quorum. The affirmative vote of the majority of all members of the Executive Committee present and voting shall be necessary for the taking of any action. The Executive Committee shall fix its own rules of procedure.

Section 13. Committees. The Board may designate, define the authority of, set the number and determine the identify of members of, one (1) or more committees. Any such committee, to the extent provided in the resolution, shall have and may exercise all the powers authorized by the Board. Committee actions shall be taken only upon affirmative vote of a majority of all members of the committee.

Section 14. Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board.

Section 15. Compensation of Directors. Directors shall not be compensated by NSAC for their duties as Directors, but may be reimbursed by NSAC for expenses. No such payment shall preclude such Directors from serving NSAC in any other capacity and receiving compensation therefor.

ARTICLE VI.

OFFICERS

Section 1. Election Qualifications. The officers of NSAC shall be elected for one (1) year terms by the Board. Officers shall consist of the President, Vice-President, Secretary, Treasurer, and such other officers as the Board shall determine from time to time. Officers shall not serve in the same capacity for more than two (2) consecutive terms.

Section 2. President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Directors. The President shall have general and active management of the business of the Corporation, under the supervision and direction of the Board

and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute all contracts or instruments requiring an officer's signature, unless otherwise directed by the Board, and shall have the general powers and duties usually vested in the office of President of the Corporation and shall have such other powers and perform such other duties as the Board may from time to time prescribe.

Section 3. Vice-President. The Vice-Chair shall exercise and perform the authorities and duties of the President in the event of the latter's death, disqualification, or incapacity, unless otherwise provided by the Board. The Vice-President shall exercise and perform such other authorities and duties as may be prescribed or limited from time to time by the Board.

Section 4. Secretary. The Secretary shall cause to be recorded all votes and the minutes of all proceedings of the Board and of the members in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may from time to time be prescribed by the Board or by the President.

Section 5. Treasurer. The Treasurer shall have the care and custody of the corporate funds and securities and shall disburse the funds of the Corporation as may be ordered from time to time by the Board. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies, securities and other valuable effects of the Corporation in the name and to the credit of the Corporation in such depositories as may be designated from time to time by the Board. Except to the extent that some other person or persons may be specifically authorized by the Board to do so, the Treasurer shall make, execute, and endorse all checks and other commercial paper on behalf of the Corporation when requested by the Board and shall perform such other duties as may be prescribed by the Board.

Section 6. Removals. Any officer may be removed at any time, with or without cause, upon the affirmative vote of two-thirds (2/3) of the authorized votes of the Board with five (5) Directors voting in the affirmative.

ARTICLE VII.
FISCAL YEAR

The fiscal year of NSAC shall be fixed by resolution of the Board and may be changed by resolution of the Board.

ARTICLE VIII.

NOTICES

Section 1. Notices. Whenever notice is required to be given to any Director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such Director at his or her address as it appears on the records of NSAC, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mails. Notice may also be given by telegram, telex or telephone, or any other electronic means followed by written confirmation within five (5) days.

Section 2. Waiver. Whenever any notice is required to be given, a written waiver, signed by the person(s) entitled to said notice, shall be deemed equivalent.

ARTICLE IX.

GENERAL PROVISIONS

Section 1. Seal. NSAC shall not have a corporate seal.

Section 2. Contracts. The Board may authorize any officer(s) or agent(s) of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 3. Loans and Pledges. No loans shall be contracted nor pledges or guarantees given on behalf of the Corporation unless specifically authorized by the Board.

Section 4. Authorized Signatories. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such person or persons and in such manner as shall be from time to time determined by the Board and these By-Laws.

ARTICLE X.

AMENDMENTS

The Articles of Incorporation and these By-Laws may only be altered or amended by a two-thirds (2/3) vote of the authorized votes cast on the issue and the affirmative vote of five (5) Directors, if notice of such alteration or amendment is contained in the notice of such meeting.

THE UNDERSIGNED, being the Secretary of the Corporation, does hereby certify that the foregoing By-Laws of the Corporation were adopted by resolution of the Board at the meeting held on the 6th day of May, 1999.

Chair
North Suburbs Access Corporation

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