

Nonprofit  
ARTICLES OF INCORPORATION  
OF  
COMMUNITY CABLE CORPORATION

The undersigned natural person of the age of eighteen years or more, acting as incorporator under the Oregon Nonprofit Corporation Law, adopts the following Articles of Incorporation:

ARTICLE I: The name of this corporation is COMMUNITY CABLE CORPORATION, and its duration shall be perpetual.

ARTICLE II: The purposes for which the corporation is organized are:

A. To promote the use of cable communication systems community and public access in the City of Portland to meet the information and cultural needs of residents, businesses, nonprofit organizations, and governmental bodies; to regulate, control, and manage the use of community and public access, theme, and other channels in cases in which the corporation has the right to exercise such regulation, control, and management; and to advise the Portland Cable Communications Regulatory Commission on matters pertaining to community and public access, theme, and other channels dedicated or to be dedicated by cable communications systems operators.

B. To act exclusively for charitable purposes as a nonprofit corporation with its activities to be conducted for the aforesaid purposes in such a manner that no part of its profits or net earnings or dividends will inure to the benefit of any Director, officer or any other person or private corporation, and all funds obtained shall be used to further its purposes.

C. To promote the common good and general welfare of the City and its residents.

D. To own and manage equipment and facilities, hire and supervise personnel, raise funds, and engage in any lawful activity, none of which is for profit, for which corporations may be organized under Chapter 61 of Oregon Revised Statutes, provided, however, that the Corporation shall not transmit or permit to be transmitted over any channel over which it has programming control any material that is obscene or indecent. For purposes of this Article, material shall be deemed obscene or indecent if (a) It depicts or describes in a patently offensive manner sadomasochistic abuse or sexual conduct; (b) The average person applying contemporary state standards would find the material, taken as a whole, appeals to the prurient interest in sex; and (c) Taken as a whole, it lacks serious literary, artistic, political, or scientific value. Also for purposes of this Article, the terms "sadomasochistic abuse" and "sexual conduct" shall have the meanings assigned to them by ORS 167.060, 1971 Oregon Laws Chapter 743, Section 255.

ARTICLE III: The address of the initial registered office of the corporation is 315 City Hall, 1220 S.W. Fifth Avenue, Portland, Oregon 97204, and the name of its initial registered agent at such address is Christopher P. Thomas.

ARTICLE IV: The number of directors constituting the initial board of directors of the corporation is ten voting directors and three non-voting directors, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

ARTICLE V: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Christopher P. Thomas	315 City Hall Portland, Oregon 97204

ARTICLE VI: The provisions for the distribution of assets on dissolution or final liquidation are:

- A. The corporation may be dissolved at any time on the adoption of a resolution to dissolve by a two-thirds (2/3) vote

of the entire Board of Directors at any meeting for which thirty days' written notice of consideration of such action shall be duly given, both to all members of the Board of Directors of the corporation and to all members of the governing body of the City of Portland, Oregon.

B. Prior to the dissolution or liquidation of this corporation, and after the payment of all its liabilities, all assets of the corporation, including real and personal property, shall be transferred to the City (or if the City is unable or unwilling to accept such assets, then to another body corporate and politic or agency or political subdivision of the State of Oregon to be selected by the City) free and clear of all liens and without consideration of any kind or nature, to be applied to any public purpose the City may choose.

C. Any conveyance, sale, transfer, encumbrance or hypothecation of substantially all of the corporation's assets or of any real property belonging to the corporation shall require the affirmative vote by the majority of the Board of Directors of this corporation at any meeting for which thirty days' written notice of consideration of such action shall be duly given, both to each member of the Board of Directors of this corporation and to each member of the governing body of the City. Such action must be ratified by the governing body of the City of Portland prior to its occurrence.

ARTICLE VII: These Articles of Incorporation may be amended by a majority of the entire Board of Directors at any meeting for which thirty days' written notice of consideration of such an action shall be duly given, both to each member of the Board of Directors of this corporation and to each member of the governing body of the City; provided, however, that Article II, Article VI.B. and Article IX may not be altered, amended, repealed or restated if such action materially would change the substance and purpose thereof. All amendments to these Articles of Incorporation shall be subject to ratification by the governing body of the City and must be so ratified before becoming effective.

ARTICLE VIII: This corporation shall have as members those persons who file with the corporation an annual membership registration form as established by the Board of Directors. There shall be no fee for membership in the corporation. This corporation shall be managed by a Board of Directors as provided by law, by these Articles of Incorporation, and by the Bylaws. All Directors representing geographic areas of the City as required by the Bylaws shall be members of the corporation residing in their respective geographic areas and shall be elected by the members of the corporation residing in their respective geographic areas pursuant to rules adopted by the Board of Directors. The regular term of office of each Director shall be two (2) years. Except

for vacancies in elected Directorships, which shall be filled by election, the City of Portland Council Member or successor who appointed the Director whose position becomes vacant, subject to confirmation by the City Council, shall fill any vacancy on the Board. Except for elected Directors, the Council Member or successor who appointed a Director may remove the Director for cause at any time, subject to approval by the City Council.

No Director of this corporation may serve continuously in such capacity for more than two consecutive two-year terms plus a partial term if he be appointed in mid-term as a replacement, until at least one year shall have elapsed from the expiration of such Director's second such full term.

ARTICLE IX: Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

Dated: \_\_\_\_\_, 1981

\_\_\_\_\_  
Christopher P. Thomas

BYLAWS  
OF  
COMMUNITY CABLE CORPORATION

ARTICLE I

This corporation shall have members as provided in the Articles of Incorporation and shall be governed and managed by a Board of Directors.

ARTICLE II

Section 1. The Board of Directors shall consist of eighteen (18) Directors. Each City of Portland Council Member shall appoint two (2) Directors, and the Commissioner in charge of the Office of Cable Communications also shall appoint three (3) non-voting Directors, all subject to confirmation by the City Council. One nonvoting Director shall be a member of the Portland Cable Communications Regulatory Commission (Commission); and two nonvoting Directors shall be representatives of cable communications system operators. In the appointment of Directors, Council Members should give consideration to representation on the Board of the fields of arts, education, public access, government, and community information; and of racial and ethnic minorities, non-English speaking people, women, and low-income people. In addition, there shall be five (5) elected Directors, each representing and residing in a different geographic area of the City. The elected Directors shall be elected by the members of the corporation residing in their respective geographic areas pursuant to rules adopted by the Board of Directors.

Section 2. The members of the Board of Directors shall serve regular terms of two (2) years. The regular terms of Directors shall be staggered to ensure that the terms of half of the Directors, including one non-voting Director, shall expire at the first annual meeting. No Director may serve continuously in such capacity for more than two consecutive two-year terms, plus a partial term if he or she is appointed in mid-term to fill a vacancy, until at least one year shall have elapsed from the expiration of such Director's second full term.

Except for vacancies in the five elected Directorships, which shall be filled by election, the City of Portland Council Member or successor who appointed the Director whose position becomes vacant, subject to confirmation by the City Council, shall fill any vacancy on the Board. Except for elected Directors, the Council Member or successor who appointed a Director may remove the Director for cause at any time, subject to approval by the City Council.

Section 3. All corporate powers, except such as are otherwise provided for in these Bylaws and by the laws of the State of Oregon, shall be vested in and exercised by the Board of Directors. The Directors by resolution may delegate to committees of their own number or to officers of the corporation such powers as they may see fit. The Directors also may create such other committees, standing or temporary, for the purpose of assisting in the formation, development, promotion and assistance to the corporation and the accomplishments of its objectives, as the Directors may determine to be necessary and proper.



Section 4: Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as the Directors from time to time may determine for the purpose of the transaction of such business as may properly come before the meeting. Except as otherwise provided in the Articles of Incorporation, notice of each regular meeting of the Board of Directors shall be mailed to each member of the Board of Directors at least thirty (30) days prior to such meeting. The notification shall include the location, date and agenda of the meeting. The corporation shall give notice of, and the Board of Directors shall conduct, all meetings of the Board as if the Board were subject to the requirements of the Oregon public meeting law, ORS 192.610 to 192.710. The corporation shall treat all of its records as public records subject to the requirements of the Oregon public records law, ORS 192.410 to 192.500.

Section 5: Special meetings of the Board of Directors may be called by the President, and must be called by the President upon the written request of at least two (2) members of the Board of Directors. Except as otherwise provided in the Articles of Incorporation, notice of a special meeting of the Board of Directors shall be either mailed, hand-delivered or given verbally to each Director not less than forty-eight (48) hours prior to the meeting. The notification shall include the location, time, date and purpose of the special meeting and, if given by mail, shall be considered given when it would normally be received by regular mail.

Section 6. A majority of the voting Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Members of the Board of Directors shall not be compensated for their services as Directors. The Directors shall be reimbursed by the corporation for necessary expenses incurred in the execution of their duties and responsibilities. No member of the Board of Directors shall deal or contract with the corporation in any manner, either personally or through any business entity in which any Director is an employee, director or owner, either of record or beneficially, nor shall any Director or business entity with which any Director has such a relationship enter into a subcontract with a contractor of the corporation as vendor, purchaser or otherwise. Nothing contained herein, however, shall prevent a Director or any business entity in which a Director is an employee, director or owner, either of record or beneficially, from making grants of funds to the corporation, or prevent a Director from using facilities or channels over which the corporation has jurisdiction on an equal basis with other users.

ARTICLE III

Section 1. The principal officers of the corporation shall be a President, a Secretary and a Treasurer. The principal officers shall be elected by the Board of Directors from among its

voting members. Each officer shall serve for a term of one year, subject to removal by majority vote of the entire Board of Directors at any meeting for which notice of consideration of such action shall have been duly given. In the event that any office shall become vacant due to death, resignation, removal or other cause, the Board of Directors shall appoint a successor to complete the term of the vacant office. The offices of President and Secretary shall at all times be held by different persons.

Section 2. The President shall preside over all meetings of the Board of Directors and shall discharge such other duties as may be prescribed from time to time by the Board of Directors.

Section 3. The Secretary shall keep the minutes of the meetings of the Board of Directors and of any standing or temporary committees thereof; shall see that all notices are duly given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by law; shall be custodian of the corporate records and the seal of the corporation; shall see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized or required by law; and shall perform such other duties as are incident to the office of the Secretary or as from time to time may be requested by the Board of Directors.

Section 4. The Treasurer shall be the legal custodian of all corporate funds and securities. He shall deposit all funds in the name of the corporation in such bank or banks as the Board of Directors by resolution shall specify. He shall keep proper account books and perform such other duties as may be imposed upon

him by the Board of Directors and as may be incident to the office of Treasurer.

Section 5. The Board of Directors by resolution may create such additional and special offices as may be considered necessary or desirable in addition to those hereinabove described. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board of Directors by resolution shall provide.

ARTICLE IV

The seal of this corporation, if any, shall be in such form as the Board of Directors may adopt, (SEAL) and after adoption of the seal, if adopted, the Directors shall cause an impression to be made hereon.

ARTICLE V

All checks, notes, mortgages, leases, assignments, negotiable instruments and contracts shall be signed by such person or persons as the Board of Directors, by resolution, may direct from time to time.

ARTICLE VI

The corporation shall have authority to indemnify its Directors, officers, employees and agents, and the heirs and personal representative of such persons, in the manner and to the extent permitted by applicable principles of statutory or common law.

ARTICLE VII

These Bylaws may be amended at any regular or special meeting of the Board of Directors, for which notice of consideration of such action shall be duly given, by the affirmative vote of a majority of all voting members of the Board of Directors. All amendments to these Bylaws are subject to ratification by the Commission, and must be so ratified before becoming effective.

ARTICLE VIII

Notwithstanding any other provisions of these Bylaws, no Director, officer, employee or representative of this corporation shall take any action or carry out any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they hereafter may be amended.

ARTICLE IX

In carrying out its authorized activities, the corporation shall make every reasonable effort to:

- (a) Seek and identify communities of interest and encourage them to use facilities and channels over which the corporation has jurisdiction to express their interests, concerns, ideas, and aspirations.
- (b) Provide free training in cable communication production for individuals and community groups.
- (c) Help individuals and community groups to develop and produce programs for cablecasting.

(d) Assure the availability of decentralized and accessible cable communication production facilities, pursuant to prescribed rules governing the use of such facilities.

(e) Assure the noncommercial, nondiscriminatory, free use of facilities and channels over which the corporation has jurisdiction.

(f) Encourage the use of facilities and channels over which the corporation has jurisdiction to express divergent ideas and opinions on the broadest range of subjects.

(g) Provide programming different in format, style, and content from the programming of other radio and television stations serving the City of Portland.

# ORDINANCE No. 151339

An Ordinance approving the Articles of Incorporation and Bylaws of Community Cable Corporation, and declaring an emergency.

The City of Portland ordains:

Section 1. The Council finds:

1. It is desirable to create a non-profit corporation to undertake certain cable communications system public and community access programming responsibilities in the City of Portland.
2. There is attached hereto as Exhibit "A" the proposed Articles of Incorporation and Bylaws of Community Cable Corporation, a non-profit corporation proposed to be formed to carry out the responsibilities referred to herein. The Articles of Incorporation should be approved by the Council prior to filing with the Corporation Commissioner of the State of Oregon.
3. The City Council Members should appoint the initial Board of Directors prior to filing the Articles of Incorporation.

NOW, THEREFORE, The Council directs:

- a. The Articles of Incorporation and Bylaws of Community Cable Corporation, attached hereto as Exhibit "A", hereby are approved in all respects, subject to the initial Board of Directors being appointed by the City Council Members and and the Council confirming the appointments.

Section 2. The Council declares that an emergency exists in order that approval of the Articles of Incorporation and Bylaws and appointment of the initial Board of Directors of Community Cable Corporation may be accomplished in a timely fashion; therefore, this ordinance shall be in force and effect from and after its passage by the Council.

Passed by the Council, APR 1 1981

Commissioner Schwab  
CPTomas:caw  
March 31, 1981

Mayer of the City of Portland

Attest:

  
Auditor of the City of Portland

Calendar No. **1021 958**  
**837**

**ORDINANCE No. 151339**

Title

An Ordinance approving the Articles of Incorporation and Bylaws of Community Cable Corporation, and declaring an emergency.

THURSDAY

MAR 19 1981

*continued to* MAR **26** 1981  
*as amended*

MAR 26 1981

*continued to* APR 1 1981  
*as amended*

MAR 31 1981

Filed \_\_\_\_\_

**GEORGE YERKOVICH**  
Auditor of the CITY OF PORTLAND

By *Gordon Powell*  
Deputy

*as amended*

THE COMMISSIONERS VOTED AS FOLLOWS:		
	Yeas	Nays
Jordan	1	
<i>Lindberg</i>	1	
Schwab	1	
<i>Wancie</i>	1	

FOUR-FIFTHS CALENDAR	
Evancie	
Jordan	
McCready	
Schwab	
Coldschmidt	

INTRODUCED BY
COMMISSIONER SCHWAB

NOTED BY THE COMMISSIONER
Affairs
Finance and Administration
Safety
Utilities
Works

BUREAU APPROVAL	
Bureau:	
Prepared By: C.P. Thomas	Date: 3/31/81
Budget Impact Review:	
<input type="checkbox"/> Completed <input type="checkbox"/> Not required	
Bureau Head:	

NOTED BY
City Attorney
City Auditor
City Engineer