

**AGENDA
BUENA PARK CABLE FOUNDATION
MAY 15, 2012
3:00 p.m.
COUNCIL CHAMBER
6650 Beach Boulevard, Buena Park**

CALL TO ORDER

ROLL CALL

PLEDGE OF ALLEGIANCE

CONSENT CALENDAR:

1. Minutes of March 6, 2012
2. Resolutions approving claims and demands

RECOMMENDED ACTION

**Approve
Approve**

OLD BUSINESS:

3. Reaffirming By-Law Changes
Report by Aaron France

Approve

NEW BUSINESS:

4. 2012-2013 Budget Presentation
Report by Aaron France
5. BPHS Production Studio
Foundation Directors

Discussion

Discussion

CITY GOVERNMENT ACCESS REPORT:

6. Report by Myrna Holmquist

ORAL/WRITTEN COMMUNICATION:

ADJOURNMENT: Next meeting tentatively scheduled for Tuesday, June 12, 2012 at 3:00 p.m.

**BUENA PARK CABLE FOUNDATION
MINUTES OF MEETING
March 6, 2012**

Director Barnet called the Buena Park Cable Foundation Meeting of January 24, 2012 to order at 3:00 p.m. in the Council Chamber, 6650 Beach Boulevard, Buena Park, California.

ROLL CALL:

PRESENT: Bass, Barnet, Berry, Dow, Harbert, Night, Oh, Smith, Swift

ABSENT: None

ALSO PRESENT:

Aaron France, Administrative Analyst; Myrna Holmquist, Communications and Marketing Manager; Dennis Varela, Accountant and Marsha Schwartz, Secretary.

PLEDGE OF ALLEGIANCE

Director Smith led the Pledge of Allegiance to the flag.

CONSENT CALENDAR

(1) Minutes of January 24, 2012

(2) Resolutions approving claims and demands

Motion: Berry/Smith moved to approve items 1-2 on the consent calendar.

MOTION CARRIED unanimously.

Aaron France introduced Marsha Schwartz as the new Secretary for the Foundation, replacing Alice Burnett.

OLD BUSINESS:

(3) Revised Director Meeting Schedule 2012. Aaron France reviewed the 2012 meeting schedule, noting the consolidation of the mid-year budget and the Sub-Committee selection into February's meeting, and indicated one additional dark month during the year.

IT WAS THE CONSENSUS of the Foundation Members to accept the 2012 meeting schedule.

(4) By-Law Review. Aaron France presented the current by-laws, highlighting Section 2.8, as it pertains to compensation, for director review.

Motion: Harbert/Berry moved to amend Section 2.8 in the by-laws changing compensation from \$50 to \$100 per meeting, not to exceed \$1,200 per director annually.

MOTION CARRIED unanimously.

(5) New format for Budget financials. Aaron France presented the new format for financial statements, specifically an income statement and a monthly check register to help reduce the size of the agenda packets. Director Night requested that the check register have a total included as part of the new format. Director Smith requested that the reports also be provided in an e-file form as well.

NEW BUSINESS:

(6) Mid-Year Budget Review. Aaron France reviewed the mid-year budget, noting that it had no changes from the initial fiscal year 2011-2012 budget, with all the expenditures being at or below appropriation levels. He advised that expenses would be approximately \$100,000 this year with \$95,000 expected in revenues, thereby requiring a \$5,000 transfer from the \$52,000 reserves. Mr. France reminded directors that there were no longer franchise agreements with the cable companies.

(7) Crime Watch Broadcast Request. Myrna Holmquist reported that the Foundation received a request from RTA (Radio TV Artesia) to rebroadcast the BPCF Crime Watch program to their local community. It was suggested that sharing information with other cities might be beneficial. Director Harbert reported that there is community interest in bringing back the ministerial series. Mr. France advised that there is currently \$1,000 designated in the budget for ministerial programming.

Motion: Smith/Harbert moved to approve the request to rebroadcast the Crime Watch program in Artesia.

MOTION CARRIED unanimously.

(8) Archive Media Page Upgrade. Myrna Holmquist reported that since the city is currently redesigning their web page, it would be timely to consider updating the media page at the same time. She demonstrated the process for researching the Buena Park web site with the current options and presented a handout with graphics from the Gilbert Arizona web site of more user-friendly options for accessing on-line programming. She asked if the Foundation had any interest in updating Buena Park's current system to coincide with the web site redesign. Buena Park's web streaming company, Granicus, provided a quote of \$1,733.34 as a one-time graphics cost for the Foundation's consideration. Aaron France advised that funds were available in the current budget.

Motion: Night/Smith moved to approve the expenditure of \$1,733.34 to Granicus for graphics costs to update Buena Park's media page to coincide with the city's web site redesign, utilizing funds in the current year's budget and/or reserve funds. Director Berry amended the motion to specify that no reserve funds would be utilized.

AMENDED MOTION CARRIED unanimously.

(9) Scholarship Sub-Committee Selections:

Director Baron Night
Director Jim Bass
Director Beth Swift

(10) Budget Sub-Committee Selections:

Director Steve Berry
Director Grant Barnet
Director Don Harbert

(11) CITY GOVERNMENT ACCESS REPORT. Myrna Holmquist reported that the current programming on BPTV includes the Department of Education Spotlight on Education, a program on Teachers of the Year, a new Adopt-A-Pet program, 3 episodes of Inside Buena Park; Water, the Elementary Art Show and the City Yard Grand Opening, plus Crime Watch and the State of

BUENA PARK CABLE FOUNDATION

March 6, 2012

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the City programs. She advised that pre-production has begun on the Jr. High School and High School Art Show, and Read across America which will include filming inside the Library. Also adding that pre-production has begun on Donna Bagley's 100th birthday event.

(6) ORAL COMMUNICATION: Paul Carol addressed the Foundation suggesting that a public access department be established to lend equipment and provide training for interested members of the public, including local churches, who could make their own ministerial programs. He also offered his services in support of the idea, noting that the equipment was now much simpler to use. Director Barnet suggested that Mr. Carol meet with Director Harbert to propose some ideas for the next year.

In response to a question by Director Bass about locating a studio at Buena Park High School, Director Swift advised that she was in contact with the Principal at Buena Park High School who is supportive of community involvement at the school, as well as students performing for the community. She assured Directors that he would have spoken to the Superintendent at Fullerton Joint Unified School District about it as well.

Aaron France provided an update by reporting that 59 of the 67 planned u-verse cabinets were installed in Buena Park to date, but noting that there were no plans to install the remaining 8 cabinets. Director Knight added that Time Warner has increased their subscribers along with AT&T.

ADJOURNMENT:

There being no further business, the meeting was adjourned at 3:55 p.m. The next meeting is scheduled for May 8, 2012 at 3:00 p.m.

ATTEST:

Marsha Schwartz, Secretary

Grant Barnet, President

**CITY OF BUENA PARK FOUNDATION
CHECK REGISTER
For FY 2011-2012**

Date	Vendor	Description	Invoice #	Check #	Amount
2/16/12	Cathy Baek Kim	Inside Buena Park - Elementary Art Show Contest	1/27/2012	6177	200.00
2/16/12	Jane Cameron	Inside Buena Park and Crime Watch	B1112-0128	6178	400.00
2/16/12	Cloud Productions	Boys and Girls Club Awards Program #31 Crime Watch in February #1 & #2 Council Meeting 01/24/2012	9575	6179	2,260.00
2/16/12	Voided Check	Voided Check	Voided Check	6180	-
2/16/12	James Bass	BP Cable Foundation Meeting 01/24/2012	1/24/2012	6181	100.00
2/16/12	Jim Dow	BP Cable Foundation Meeting 01/24/2012	1/24/2012	6182	100.00
2/16/12	Don Harbert	BP Cable Foundation Meeting 01/24/2012	1/24/2012	6183	100.00
2/16/12	Miller Oh	BP Cable Foundation Meeting 01/24/2012	1/24/2012	6184	100.00
2/16/12	Fred Smith	BP Cable Foundation Meeting 01/24/2012	1/24/2012	6185	100.00
2/16/12	Cloud Productions	Equipment Rental - State of the City Address 2012	9576	6186	377.13
2/23/12	Vista Media Services	City Manager #7 - State of the City Address 2012 Fine Arts #26 - Elementary Art Show Adopt-A-Pet Show #14	228-12 229-12 230-12	6187	2,550.00
3/6/12	Jane Cameron	Crime Watch in March Episodes 1 & 2	B1112-0228	6188	400.00
3/6/12	Cloud Productions	Crime Watch in March Episodes 1 & 2 City Council Broadcasts - 02/14/2012 & 02/28/2012	9579	6189	1,720.00
3/6/12	Time Warner	Cable Service For March	03/10/12	6190	75.27
3/14/12	Cathy Baek Kim	Recreation # 27 - High School Art Show Public Works #59 - City Yard Grand Opening Read Across America Event	March-12	6191	600.00
3/14/12	James Bass	BP Cable Foundation Meeting 03/06/2012	Mar. 6, 2012	6192	100.00
3/14/12	Jim Dow	BP Cable Foundation Meeting 03/06/2012	Mar. 6, 2012	6193	100.00
3/14/12	Don Harbert	BP Cable Foundation Meeting 03/06/2012	Mar. 6, 2012	6194	100.00
3/14/12	Miller Oh	BP Cable Foundation Meeting 03/06/2012	Mar. 6, 2012	6195	100.00
3/14/12	Fred Smith	BP Cable Foundation Meeting 03/06/2012	Mar. 6, 2012	6196	100.00
3/14/12	Vista Media Services	Recreation # 27 - High School Art Show Public Works #59 - City Yard Grand Opening Read Across America Event	231-12	6197	2,550.00
3/28/12	Time Warner	Cable Service For April	APRIL-12	6198	75.17
3/28/12	Vista Media Services	Senior Center #19 - Donna Bagley's 100th Birthday	235-12	6199	850.00
4/12/12	Cathy Baek Kim	Buena Park Today Spring - Community Development: New Community Center, Village Circle, Starbuck Plaza Opening	March-12	6200	200.00

**CITY OF BUENA PARK FOUNDATION
CHECK REGISTER
For FY 2011-2012**

Date	Vendor	Description	Invoice #	Check #	Amount
4/12/12	Cloud Productions	Crime Watch in April Episodes 1 & 2 City Council Meetings - 03/13/2012 & 03/27/2012	9585	6201	1,760.00
4/20/12	Jane Cameron	Crime Watch in February Episode 2 Crime Watch in April Episode 1	B1112-2002 B1112-0414	6202	400.00
4/20/12	Vista Media Services	Adopt-A-Pet Show #14 Buena Park Today Spring - 2012 Recreation # 12 - Spring Eggstravaganza	236-12 237-12 238-12	6203	2,550.00
Total February thru April					17,967.57

BUENA PARK FOUNDATION
Income Statement
April 30, 2012

	Current Year			Prior Year
	Budget	Actual Period Ending April 30, 2012	Variance- Favorable (Unfavorable)	Actual Period Ending June 30, 2011
<u>REVENUES</u>				
3410 Investment Income	\$ 150.00	\$ 49.56	\$ (100.44)	\$ 94.50
3900 Miscellaneous Revenue	-	-	-	-
3951 Contribution from Time Warner/AT&T	85,000.00	44,421.72	(40,578.28)	94,744.41
Total Revenues	\$ 85,150.00	\$ 44,471.28	\$ (40,678.72)	\$ 94,838.91
<u>EXPENDITURES</u>				
5214 Taxes and Fees	100.00	36.00	64.00	58.00
5219 Time Warner Video Services	1,200.00	600.86	599.14	1,008.64
5220 Government Access/City	70,890.00	53,368.92	17,521.08	67,983.44
5221 Government Access/Council	7,200.00	3,040.00	4,160.00	5,610.00
5223 Ministerial Series	1,000.00	-	1,000.00	-
5225 Member Salaries	5,400.00	1,500.00	3,900.00	3,000.00
5227 Miscellaneous Expenses	500.00	-	500.00	669.87
5230 Scholarships	5,000.00	-	5,000.00	5,000.00
5240 Professional Services	1,600.00	-	1,600.00	1,711.00
5245 Accounting/Staff Services	13,000.00	-	13,000.00	13,000.00
5250 Equipment Maintenance	2,000.00	-	2,000.00	434.99
5410 Stationery/Supplies	250.00	-	250.00	212.26
5411 Printing	150.00	-	150.00	-
5420 Books/Dues/Subscriptions	200.00	50.00	150.00	285.00
5430 Postage	100.00	63.80	36.20	47.55
5840 Capital Outlay	2,000.00	1,571.45	428.55	777.53
Total Expenditures	110,590.00	60,231.03	50,358.97	99,798.28
Revenues Over (Under) Expenditures	(25,440.00)	(15,759.75)	(9,680.25)	(4,959.37)
Fund Balance, Beginning of Period	52,486.02	52,486.02	-	57,445.39
Fund Balance, End of Period	\$ 27,046.02	\$ 36,726.27	\$ (9,680.25)	52,486.02

BUDGET OVERVIEW

BUENA PARK CABLE FOUNDATION BUDGET BALANCES, EXPENDITURES AND PROPOSALS

<u>Fiscal Year 2011-2012</u>		<u>Fiscal Year 2012-2013</u>	
Ending Balance 6/30/11	\$52,486	<i>Projected</i> Balance 6/30/12	\$50,746
Income for 12 months (Estimated)	+\$ <u>95,000</u>	<i>Projected</i> Income for 12 months	+\$ <u>95,000</u>
Estimated Expenditures	-\$ <u>96,740</u>	<i>Proposed</i> Expenditures	<u>-\$107,250</u>
Ending Balance 6/30/12 (Estimated)	\$50,746	<i>Proposed</i> Balance 6/30/13	\$38,496

BP CABLE FOUNDATION BUDGET

	Actuals FY 10-11	Estimated FY 11-12	Proposed FY 12-13
Administrative Budget			
Insurance/Bonding (Equip Coverage/Public Official Liability)	0	0	0
Taxes & Fees (Non-Profit Filing Fees)	58	40	100
Stationary & Supplies	212	100	250
Books, Dues & Subscriptions	285	200	200
Postage	48	65	100
Printing	0	0	150
Scholarship Program	5,000	5,000	5,000
Professional Services (Audit of Financial Records)	1,711	1,600	1,600
Accounting/Staff Services	13,000	13,000	13,000
Director Stipends	3,000	2,500	3,000
Time Warner Video Services	1,009	1,000	1,200
Equipment Maintenance	435	0	2,000
Capital Outlay (One-Time Playback Equip Purchase)	778	1,600	2,000
Total Administrative Budget	\$25,536	\$25,105	\$28,600
Programming Budget			
Govt Access BPTV Ch 3 (Production Budget on Page 2)	\$67,983	\$67,935	\$69,950
Council Meetings (24 mtgs/year; 2 staff @ \$40/hr for 2 hrs)	5,610	3,700	7,200
Ministerial Series	0	0	1,000
Miscellaneous Expenditures	670	0	500
Total Programming Budget	\$74,263	\$71,635	\$78,650
TOTAL BUDGET	\$99,799	\$96,740	\$107,250

GOVT ACCESS PRODUCTION BUDGET

	Actuals FY 10-11	Estimated FY 11-12	Proposed FY 12-13
Productions Expenditures @ \$850 per show	\$64,850	\$63,000	\$65,750
Part-Time Production/Marketing Assistant	3133	3200	3200
Promotional/Marketing Materials	0	1735	1000
Recording Media for Production Taping	0	0	0
TOTAL GOVERNMENT ACCESS BUDGET	\$67,983	\$67,935	\$69,950

**BY-LAWS
OF
THE BUENA PARK CABLE FOUNDATION
(A California Non-Profit Public Benefit Corporation)
6650 Beach Blvd.
Buena Park, CA. 90620**

ARTICLE I

DEFINITIONS

As used in these By-laws, unless the context otherwise requires, the term:

- 1.1 “Articles of Incorporation” means the initial articles of incorporation of the corporation, as amended, supplemented or restated from time to time.
- 1.2 “Board” means the Board of Directors of the Corporation.
- 1.3 “By-laws” means the initial by-laws of the Corporation, as amended from time to time.
- 1.4 “Corporation” means the Buena Park Cable Foundation.
- 1.5 “Directors” means directors of the Corporation.
- 1.6 “Non-Profit Public Benefit Corporation Law” means the non-profit public benefit corporation law of the State of California, as amended from time to time.
- 1.7 “Office of the Corporation” means the executive office of the corporation.
- 1.8 “President” means the president of the corporation.
- 1.9 “Vice President” means the vice president of the corporation.
- 1.10 “Secretary” means the secretary of the corporation.
- 1.11 “Treasurer” means the treasurer of the corporation.

1.12 “Time Warner” means Time Warner Communication or its successor by merger, consolidation, liquidation, dissolution or otherwise.

1.13 “Time Warner Representative” means the non-voting representative designated and selected by Time Warner Communication.

ARTICLE 2

DIRECTORS

2.1 General Powers. Except as otherwise provided in the Articles of Incorporation, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may adopt such rules and regulations, not inconsistent with the Articles of Incorporation of the By-laws or applicable laws, as it may deem proper for the conduct of its meetings and the management of the corporation.

2.2 Number, Qualification, Term of Office. The number of voting directors constituting the entire Board shall be a minimum of five and a maximum of nine. Subject to the provisions of the preceding sentence, the number of directors shall be fixed initially by the City Council of the City of Buena Park and may thereafter be changed from time to time by action of the Board. Each Director shall be at least 18 years of age and a resident of Buena Park and shall hold office until his/her earlier death, resignation or removal. The President of the Buena Park Ministerial Association, or his/her designee, shall serve as a member of the Board. The City Council members are automatically directors of the Foundation for as long as they hold office.

2.3 Cable Franchise Representative. For such time as Time Warner Communication shall hold the cable television franchise for the City of Buena Park, a California City, said Time Warner Communication shall have the right to designate one non-voting representative.

2.4 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring on the Board for any reason, including the removal of Directors, shall be filled through designation and selection of the Board.

- 2.5 Restriction on Interested Directors. No Director shall participate in a decision of the Board in which such Director has a material financial interest. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.
- 2.6 Resignation. Any Director may resign by written notice to the President or Secretary, and a Director must tender his/her resignation when they are no longer a resident of Buena Park. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
- 2.7 Removal of Directors. The Board may at any time, with cause, remove any Director.
- 2.8 Compensation. Directors may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable. Compensation is set at \$100 per meeting, not to exceed \$1,200 annually per director. Members of the Board shall not hold any other position in the corporation or receive any other compensation from the corporation.
- 2.9 Place and Time of Meetings of the Board. Meetings of the Board, regular or special, may be held within the jurisdiction of the City of Buena Park. Meeting date and time shall be determined by a majority vote of the Board. All meetings shall be open to the public in compliance with Government Code Sections 54950 et . seq. (Brown Act), except for meetings dealing with litigation or personnel matters. Election of officers will be held annually at the January meeting.
- 2.10 Special Meetings. Special meetings of the Board shall be held whenever called by the President or by a majority of Directors and shall be held on four days notice by first-class mail or 24 hours notice delivered personally or by telephone. Every such notice shall state the time, place and purpose of the meeting. All notices to the public shall be in compliance with Government Code Sections 54950 et. seq. (Brown Act). If mailed, each notice shall be deemed given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Postal Service. Such mailing shall be by first class mail.

- 2.11 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Notice of any adjourned meeting of the Board shall be given to all Directors whether or not present at the time of the adjournment. Any business may be transacted at any adjourned meeting that might have been transacted at the meeting as originally called.
- 2.12 Waivers of Notice of Meetings. Notice of any meeting of the Board need not be given to any Director who submits a signed waiver of such notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after such meeting, or who attends such meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.
- 2.13 Organization. At each meeting of the Board, the President of the Corporation, or in the absence of the President, the Vice President shall preside. The Secretary shall act as secretary at each meeting of the Board. In case the Secretary shall be absent from any meeting of the Board, the person presiding at the meeting may appoint any person to act as Secretary of the meeting.
- 2.14 Quorum of Directors. A majority of the entire Board authorized in the By-laws shall constitute a quorum for the transaction of business or of any specified item of business at any meeting of the Board, unless a greater proportion is required by law.
- 2.15 Action by the Board. All corporate action taken by the Board shall be taken at a meeting of the Board. Except as otherwise provided by the Articles of Incorporation or by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.
- 2.16 Board Staff. An employee of the City shall serve as Administrative Officer and staff to the Board. Under the direction of the Board, he/she shall coordinate the efforts of local television access users and the cable television production facilities provided by Time Warner Communication. The City may provide such clerical support to the Board as may be necessary for the taking of the minutes and preparation of correspondence.

ARTICLE 3

COMMITTEES

- 3.1 Special Committees. The Board may also designate from time to time from among its members special committees of the Board to perform special functions in carrying on the work of the Corporation. Special committees shall have the lawful powers specifically delegated to them by the Board.
- 3.2 General. Any committee designated by the Board pursuant to Section 3.1 of the By-laws, and each of the members and alternate members thereof, shall serve at the pleasure of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. Any committee may adopt such rules and regulations, not inconsistent with the Articles of Incorporation or the By-laws or applicable laws or the resolution of the Board designating such committee, as it may deem proper for the conduct of its meetings and the exercise by it of the authority of the Board conferred upon such committee by the resolution of the Board designating such committee.

ARTICLE 4

OFFICERS

- 4.1 Officers. The board shall elect a President, a Vice President, a Secretary and a Treasurer, and such other officers as it may determine. All officers shall be elected or appointed to hold office until the meeting of the Board following the next annual meeting in January. Each officer shall hold office for the term for which he/she is elected or appointed, and until his/her successor shall have been elected or appointed and qualified or until the officer's death, resignation or removal in the manner provided in Section 4.2 of the By-laws. Board members may hold only one office at a time. The Board may require any officer to give a bond or other security for the faithful performance of his/her duties, in such amount and with such sureties as the Board may determine. All officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided in the By-laws or as the Board may from time to time determine.

- 4.2 Removal of Officers. Any officer elected or appointed by the Board may be removed by a majority of the Board with or without cause. The removal of any officer without cause shall be without prejudice to his/her contract rights, if any. The election or appointment of any officer shall not of itself contract rights.
- 4.3 Resignations. Any officer may resign at any time in writing by notifying the Board or the President or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation of any officer shall be without prejudice to the contract rights of the Corporation, if any.
- 4.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled for the unexpired portion of the term by the Board.
- 4.5 President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject, however, to the control of the Board and of any duly authorized committee of Directors. The President shall, if present, preside at all meetings of the Board. He/she may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by the By-laws to some other officer or agent of the Corporation, or shall be required by law otherwise to be signed or executed, and, in general, he/she shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him/her by the Board.
- 4.6 Vice President. At the request of the President, or in his/her absence, at the request of the Board, the Vice President shall perform all of the duties of the President and so acting shall have all the powers of and be subject to all restrictions upon the President.
- 4.7 Secretary. The Secretary or person(s) designated by Board, shall act as Secretary of all meetings of the Board, and shall keep the minutes thereof in the proper book or books to be provided for that purpose. He/she shall (i) see that all notices required to be given by the Corporation are duly given and served; (ii) be custodian of the seal of the Corporation and may seal with the seal of the Corporation or a facsimile thereof, all documents the execution of which on behalf of the Corporation under its corporate seal is authorized in accordance with the provisions of the By-laws; (iii) have charge of the books, records and papers of the Corporation relating to its organization and management as a Corporation, and shall see that the

reports, statements and other documents required by law are properly kept and filed; (iv) in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board or by the President.

- 4.8 Treasurer. The Treasurer, who shall be the chief financial officer of the Corporation, shall, under the administrative direction of the Buena Park City Treasurer: (i) have charge and custody of, and be responsible for, all funds, securities and notes of the Corporation; (ii) receive and give receipts for monies due and payable to the Corporation from any sources whatsoever; (iii) deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-laws; (iv) against proper vouchers, cause such funds to be disbursed by checks or drafts on the authorized depositories of the Corporation signed in such manner as shall be determined in accordance with any provision of the By-laws, and be responsible for the accuracy of the amounts of all monies so disbursed; (v) regularly enter or cause to be entered in books to be kept by him/her or under his/her direction full and adequate account of all money received or paid by him/her for the account of the Corporation; (vi) have the right to require, from time to time, reports or statements having such information as he/she may desire with respect to any and all financial transactions of the Corporation from the officers or agents transacting the same; (vii) render to the President or the Board, whenever the President or Board, respectively, shall require him/her to do so, an account of the financial condition of the Corporation and of all his/her transactions as Treasurer; (viii) exhibit at all reasonable times his/her books of account and other records to any of the Directors upon application at the office of the Corporation where such books and records are kept; and (ix) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board or by the President.

ARTICLE 5

CHECKS AND DRAFTS

- 5.1 Checks and Drafts. Upon appropriate action of the Board, all checks, drafts and other orders for the payment of money out of the funds of the corporation and all notes or other evidences of indebtedness of the corporation shall be processed by the Buena Park City Treasurer and be signed on behalf of the corporation in such manner as shall from time to time be determined by resolution of the Board.

ARTICLE 6

INDEMNIFICATION

- 6.1 The Corporation shall indemnify any agent (as such term is defined in Section 5238(a) of the Non-profit Public Benefit Corporation Law) who was or is a party or is threatened to be made a party to any proceedings (as such term is defined in Section 5238(a) of the Non-profit Public Benefit Corporation Law) by reason of the fact that such person is or was an agent of the Corporation, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent and in the manner set forth and permitted by the Non-profit Public Benefit Corporation Law and any other applicable law, as from time to time is in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such agent may be entitled apart from the foregoing provisions. The foregoing provisions of this Article 6 shall be deemed to be a contract between the Corporation and each agent who serves in such capacity at any time while this Article 6 and the relevant provisions of the Non-profit Public Benefit Corporation Law and other applicable law, if any, are in effect.

ARTICLE 7

SEAL

- 7.1 The Board may adopt a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.

ARTICLE 8

FISCAL YEAR

- 8.1 The fiscal year of the Corporation shall be July 1 to June 30 and may be changed by resolution of the Board.

ARTICLE 9

AMENDMENTS

- 9.1 The By-laws may be altered, amended or repealed or new By-laws may be adopted by the Board provided that the vote of the majority of the Board members shall be required to change the number of authorized directors and provided that no such alteration, amendment, repeal or adoption would affect the right of Time Warner Communication of Buena Park to have a non-voting representative on the Board.

Revisions adopted on 05/15/2012