

PROPOSED BYLAWS
OF THE
OHIO CABLE TELECOMMUNICATIONS ASSOCIATION

PURPOSES

SECTION 1. THE REGISTERED OFFICE OF THE CORPORATION SHALL BE AT A PLACE IN THE STATE OF OHIO DESIGNATED BY THE BOARD OF DIRECTORS.

SECTION 2. THE NAME OF THE CORPORATION SHALL BE THE OHIO CABLE TELECOMMUNICATIONS ASSOCIATION.

SECTION 3. This Corporation is organized and shall operate exclusively for charitable, scientific, literary and/or educational purposes. In the fulfillment of such purposes, the Corporation may exercise any and all powers of a corporation including but not limited to, making donations for the public welfare or for charitable, scientific, literary or educational purposes, or otherwise promoting such purposes either directly or by grants or other activities in aid of other organizations, enterprises or persons with like purposes as this Corporation.

SECTION 4. In the course of conduct of these purposes, this Corporation may accept from any person, contributions or donations that are to be distributed by this Corporation to institutions, qualified as charitable, scientific, literary or educational under the applicable provisions of the Internal Revenue Code of the United States designated by such contributor or donor.

SECTION 5. This Corporation is organized not for profit and for the following objectives:

- a. To promote and further the operation and development of the cable telecommunications industry in the area included within the geographical limits of this Corporation;
- b. To establish, maintain and promote high standards of moral and ethical conduct in the cable telecommunications industry and to promote such other principles as shall mutually benefit the industry and general public;
- c. To further promote cooperation among the members of this Corporation as well as among any persons, firms or corporations interested in the cable telecommunications industry;
- d. To cooperate with any other cable television or cable telecommunications associations to further the economic and technical advancement of the industry;
- e. To provide to the general public or any organization, agency, firm, or political body, any information necessary for the continued development of the cable telecommunications industry or for the purpose of aiding in the solution of any problem, either directly or indirectly related to the cable telecommunications industry;
- f. To provide a means of raising funds necessary for the accomplishment of the objective of this Corporation; and
- g. To do all other acts necessary to or expedient to the administration of the affairs or the attainment of the purposes of this Corporation.

Article I: MEETING OF MEMBERS

(a) ANNUAL MEETING. The annual meeting of the members of this Corporation for the election of directors, for the consideration of reports to be laid before such meeting, and for the consideration of such other business as may properly come before such meeting shall be held during the month of March or April in each year or on such other date as may be fixed from time to time by the directors.

(b) SPECIAL MEETINGS. Special meetings of the members of this Corporation may be called by the president, or in case of the president's absence, death or disability, any officer authorized to exercise the authority of the president, or the directors acting at a meeting, or a majority of the directors acting without a meeting, or by the holders of at least ten percent (10%) of the votes entitled to vote thereat.

(c) PLACE OF MEETINGS. All meetings of members shall be held in the principal city of the Corporation, unless otherwise provided by action of the directors. Meetings of members may be held at any place within or outside of the State of Ohio.

(d) NOTICE. Notice stating the time and place of each annual meeting shall be given to each member entitled to notice of the meeting not less than fifteen (15) nor more than sixty (60) days prior to the date of such meeting; and notice stating the time, place, and purpose of each special meeting shall be given to each member entitled to notice of the meeting not less than five (5) nor more than sixty (60) days prior to the date of such meeting. Whenever notice for any meeting is required, the same shall be given to each member entitled to notice of such meeting by personal delivery, by mail or by electronic mail (email) at the member's address as it appears on the records of the Corporation. Notice of the time, place, and purposes of any meeting of members

may be waived in writing, either before or after the holding of such meeting, by any member, which writing shall be filed with or entered upon the records of such meeting. The attendance of any member, in person or by proxy, at any such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting shall be deemed to be a waiver by such member of notice of such meeting. Notice of adjournment of a meeting need not be given if the time and place at which it is adjourned are fixed and announced at such meeting.

Notice to members entitled to notice of meetings shall be given by or at the direction of the president, a vice president authorized to exercise the authority of the president, or the secretary. Upon request in writing delivered either in person or by registered mail to the president, vice president authorized to exercise the authority of the president, or the secretary by any persons entitled to call a meeting of the members, such officer shall cause to be given to the members entitled thereto notice of a meeting to be held on a date not less than five (5) nor more than sixty (60) days after the receipt of such request, as such officer may fix. If such notice is not given within fifteen (15) days after the receipt of such request by the president, vice president authorized to exercise the authority of the president, or secretary, then, and only then, the persons properly calling the meeting may fix the time of meeting and give notice thereof in accordance with the provisions of the regulations.

(e) PROXIES. At meetings of the members, any member entitled to vote thereat may be represented and may vote by a proxy or proxies appointed by an instrument in writing signed by such member, but such instrument shall be filed with the secretary of the meeting before the person holding such proxy shall be allowed to vote thereunder; provided, however, that only another member of the Corporation (or an authorized voting representative of a member if such

member is a corporation, partnership, or other legal entity) who is present at the meeting may be appointed or hold such a proxy. No proxy shall be valid after the expiration of eleven (11) months after the date of its execution, unless the voting member executing it shall have specified therein the length of time it is to continue in force.

(f) QUORUM. At any meeting of members, the holders of a majority of the votes entitled to be cast at such meeting, represented in person or by proxy, shall constitute a quorum, except as otherwise provided by the statutes of Ohio. The holders of a majority of the votes represented at a meeting, whether or not a quorum is present, or the president, or the officer of the Corporation acting as chairman of the meeting, may adjourn such meeting from time to time, and if a quorum is present at such adjourned meeting any business may be transacted as if the meeting had been held as originally called.

(g) VOTES REQUIRED. At all elections of directors, the candidates receiving the greatest number of votes shall be elected. Except as otherwise provided herein and except as otherwise required by law, the affirmative vote of a majority of the number of votes represented at a meeting at which a quorum is present shall be necessary for the authorization or taking of any other action voted upon by the members. Upon demand by any member before the voting begins, such voting shall be by written ballot.

(h) ORDER OF BUSINESS. Unless this regulation is suspended by members attending any meeting, the order of business at all membership meetings shall be as follows:

- (1) Reading of the minutes of the preceding meeting;
- (2) Reading of reports and statements;
- (3) Unfinished business;

- (4) Election of directors, if in order at said meeting;
- (5) New or miscellaneous business;
- (6) Adjournment.

Article II: BOARD OF DIRECTORS

(a) QUALIFICATIONS OF DIRECTORS. All directors of the Corporation shall be a director, officer, agent, employee, shareholder, partner, or owner of a member. At no time shall the board of directors include four (4) individuals who represent the same member company. For the purpose of this restriction only, a parent corporation and its subsidiary corporations shall be deemed to be one (1) member. The restriction on the number of directors who may be associated with the same member may be waived by the affirmative vote of the holders of two-thirds (2/3) of the votes represented at a meeting of the board of directors at which a quorum is present. The waiver provision may only be used to increase the number of directors who represent the same member company to four (4) individuals.

(b) ELECTION OF DIRECTORS. At each annual meeting of the members for the election of directors, the successors to directors whose terms shall expire in that year shall be elected, but if one (1) or more directors are not elected thereat, or if the annual meeting is not held at the time fixed therefore in these regulations, then they may be elected at a special meeting called for that purpose. The election of directors shall be by ballot whenever requested by the presiding officer of the meeting or by any member entitled to vote thereat, but unless such request is made the election shall be by voice vote.

(c) NOMINATIONS FOR BOARD OF DIRECTORS. The nominees for directors shall be

decided upon by the board of directors or a committee created by the board of directors for such purpose and reported to the general membership at the annual meeting. Nominations for the associate member director shall be made by the associate membership and approved by the board of directors.

(d) COMPOSITION OF BOARD OF DIRECTORS. The number of directors shall be not less than seven (7) or more than thirteen (13). The number of directors may be fixed or changed at a meeting of the members called for the purpose of electing directors at which a quorum is present, only by the affirmative vote of not less than a majority of the votes which are represented at the meeting and entitled to vote on such proposal, but no reduction in the number of directors shall of itself have the effect of shortening the term of any incumbent director. The president, a vice president, the secretary, and the treasurer shall each be a director of the Corporation. At least one (1) director shall be or be affiliated with an associate member and one (1) director, if possible, shall be the immediate past president of the Corporation. Associate member directors shall have voting privileges on all matters except matters involving the expenditures and investments of all funds of the Corporation.

(e) TERMS OF DIRECTORS. Directors of the corporation shall be elected for three-year terms. Officers shall serve one-year terms. Directors and officers may be re-elected to additional consecutive terms. To the extent possible, the election of directors shall be alternated so as to allow for elections of at least one (1) but no more than three (3) directors every year. In the event of any increase in the number of directors of the Corporation, those new directors of the Corporation shall be classified in such a manner that each class of such directors shall be as equal in number as possible. In the event of any decrease in the number of directors of the

Corporation, any decrease in the number of directors shall be effected in such a manner that each class of such directors shall be as equal in number as possible.

(e) REMOVAL. A director or directors may be removed from office, with or without assigning any cause, by the vote of the holder of two-thirds (2/3) of the votes represented at a meeting of the board of directors at which a quorum is present. A director having two (2) consecutive unexcused absences from regular board meetings may be removed from office by the vote of two-thirds (2/3) of the members of the board of directors present at a meeting at which a quorum is present. In case of any such removal by the members, a new director may be elected at the same meeting for the unexpired term of each director removed. Failure of the members to elect a director to fill the unexpired term of any director removed shall be deemed to create a vacancy in the board. In case of any such removal by the board of directors, such removal shall be deemed to create a vacancy in the board.

(f) VACANCY IN BOARD. In the event that a vacancy shall occur in the board of directors, the remaining directors, though less than a majority of the whole authorized number of directors, may, by the vote of a majority of their number, fill any vacancy in the board for the unexpired term. Within the meaning of this section, a vacancy exists in case the members increase the authorized number of directors but fail at the meeting at which such increase is authorized, or an adjournment thereof, to elect the additional directors provided for, or in case the members fail at any time to elect the whole authorized number of directors.

(g) MEETINGS. The directors shall hold an annual meeting and such other meetings as may from time to time be called, and such other meetings of directors may be called only by an officer, or any two (2) directors. All meetings of directors shall be held in the principal city of

the Corporation or at such other place within or outside of the State of Ohio, as the directors may from time to time determine by a resolution. Meetings of the directors may be held through any communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this provision shall constitute presence at such meeting.

(h) NOTICE OF MEETINGS. Notice of the time and place of each meeting of directors for which such notice is required by law, the articles, the regulations, or the bylaws shall be given to each of the directors by at least one of the following methods:

(1) In a writing mailed not less than seven (7) days before such meeting and addressed to the residence or usual place of business of a director, as such address appears on the records of the Corporation; or

(2) By a writing delivered or sent by electronic device to the residence or usual place of business of a director as the same appears on the records of the Corporation, not less than three (3) days before the date on which such meeting is to be held; or

(3) Personally or by telephone not later than the day before the date on which such meeting is to be held.

Notice given to a director by any one of the methods specified in the regulations shall be sufficient and the method of giving notice to all directors need not be uniform. Notice of any meeting of directors may be given only by an officer of the Corporation. Any such notice need not specify the purpose or purposes of the meeting. Notice of adjournment of a meeting of directors need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

(i) WAIVER OF NOTICE. Notice of any meeting of directors may be waived in writing, either

before or after the holding of such meeting, by any director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any director at any meeting of directors without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to be a waiver by the director of notice of such meeting.

(j) QUORUM. A majority of the directors in office shall be necessary to constitute a quorum for a meeting of directors. The act of a majority of the directors present at a meeting at which a quorum is present is the act of the board, except as otherwise provided by law, the articles, or the regulations.

(k) EXECUTIVE COMMITTEE. The directors may create an executive committee or any other committee of directors, to consist of not less than three (3) directors, and may authorize the delegation to such executive committee or other committees of any of the authority of the directors, however conferred, other than that of filling vacancies among the directors or in the executive committee or in any other committee of the directors; provided, however, that no committee appointed by the board of directors shall have any power to bind or obligate the Corporation in any manner whatsoever without specific authorization therefore from the board of directors.

Such executive committee or any other committee of directors shall serve at the pleasure of the directors, shall act only in the intervals between meetings of the directors, and shall be subject to the control and direction of the directors. Such executive committee or other committee of directors may act by a majority of its members at a meeting or by a writing or writings signed by all of its members.

When specifically authorized by the board of directors, any act or authorization of any

act by the executive committee or any other committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the directors. No notice of a meeting of the executive committee or of any other committee of directors shall be required. A meeting of the executive committee or of any other committee of directors may be called only by an officer or by a member of such executive committee or of any other committee of directors may be held through any communications equipment if all persons participating can hear each other and participation in such a meeting shall constitute presence thereat.

(l) **BYLAWS.** The directors may adopt, and amend from time to time bylaws for their own government, which bylaws shall not be inconsistent with the law, the articles, or the regulations.

(m) **POWERS AND DUTIES OF DIRECTORS.** Except where the law, the articles, or the regulations otherwise provide, all of the authority of the Corporation shall be exercised by or under the direction of the board of directors. The board of directors shall approve the expenditure and investments of all funds of the Corporation.

(n) **VOTING PRIVILEGES.** Board voting privileges shall automatically be suspended if a system member or associate member serving on the board has not paid dues in full by the first board meeting of each year. Absent board action to the contrary, the system member or associate member shall remain on the board as a non-voting member. Voting privileges shall be automatically restored upon payment in full of any outstanding dues. The board may, upon the affirmative vote of two-thirds (2/3) of the members of the board present at a meeting at which a quorum is present, restore voting privileges at any time prior to payment in full of any outstanding dues.

Article III: OFFICERS AND DUTIES

(a) OFFICERS. The officers of the Corporation to be elected by the board of directors shall be a president, the immediate past president, a vice president, a secretary, a treasurer, and, if desired, such other officers and assistant officers as the board of directors may from time to time elect. Officers need not be members of the Corporation, and may be paid such compensation as the board of directors may determine.

(b) TENURE OF OFFICE. The officers of the Corporation shall serve one-year terms and may be re-elected to additional consecutive terms. Any officer of the Corporation may be removed either with or without cause, at any time, by the affirmative vote of two-thirds (2/3) of the members of the board of directors present at a meeting, at which a quorum is present, held for that purpose. Such removal by the board of directors, however, shall be without prejudice to the contract rights, if any, of the person so removed.

(c) DUTIES OF THE PRESIDENT. The president shall be the chief executive officer of the Corporation and shall exercise supervision over the business of the Corporation and shall have, among such additional powers and duties as the directors may from time to time assign to him, the power and authority to sign all deeds, mortgages, bonds, contracts, notes, and other instruments requiring the signature of the president of the Corporation. It shall be the duty of the president to preside at all meetings of members.

(d) DUTIES OF THE VICE PRESIDENTS. In the absence of the president or in the event of the president's inability or refusal to act, the vice president, if any (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election), shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all restrictions upon the president.

The vice presidents shall perform such other duties and have such other powers as the directors may from time to time prescribe.

(e) DUTIES OF THE SECRETARY. It shall be the duty of the secretary, or an assistant secretary, if any, in case of the absence or inability to act of the secretary, to keep minutes of all the proceedings of the members and the directors and to make a proper record of the same; to perform such other duties as may be required by law, the articles, or the regulations; to perform such other and further duties as may from time to time be assigned to the secretary by the directors or the president; and to deliver all books, paper, and property of the Corporation in his possession to his successor, or to the president.

(f) DUTIES OF THE TREASURER. The treasurer, or an assistant treasurer, if any, in case of the absence or inability to act of the treasurer, shall receive and safely keep in charge all money, bills, notes, choses in action, securities, and similar property belonging to the Corporation, and shall do with or disburse the same as directed by the president or the directors; shall keep an accurate account of the finances and business of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, together with such other accounts as may be required and hold the same open for inspection and examination by the directors; shall, upon the expiration of his term of office, deliver all money and other property of the Corporation in his possession or custody to his successor or the president; and shall perform such other duties as from time to time may be assigned to him by the directors.

Article IV: INDEMNIFICATION AND INSURANCE

(a) MANDATORY INDEMNIFICATION. The Corporation shall indemnify any officer or director of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, any action threatened or instituted by or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust, or other enterprise, against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs), judgments, fines and amount paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. A person claiming indemnification under this section IV(a) shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal matter, to have had no reasonable cause to believe his or her conduct was unlawful, and the termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, rebut such presumption.

(b) COURT APPROVED INDEMNIFICATION. Anything contained in the regulations or elsewhere to the contrary notwithstanding:

(1) The Corporation shall not indemnify any officer or director of the Corporation who was a party to any completed action or suit instituted by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust, or other enterprise, in respect of any claim, issue, or matter asserted in such action or suit as to which he or she shall have been adjudged to be liable for gross negligence or misconduct (other than negligence) in the performance of his or her duty to the Corporation unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper; and

(2) The Corporation shall promptly make any such unpaid indemnifications as is determined by a court to be proper as contemplated by Section.

(c) INDEMNIFICATION FOR EXPENSES. Anything contained in the regulations or elsewhere to the contrary notwithstanding, to the extent that an officer or director of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section IV(a), or in defense of any claim, issue, or matter therein, he or she shall be promptly indemnified by the Corporation against expenses (including, without limitation,

attorneys' fees, filing fees, court reporters' fees, and transcript costs) actually and reasonably incurred by him or her in connection therewith.

(d) DETERMINATION REQUIRED. Any indemnification required under Section IV(a) and not precluded under Section IV(b) shall be made by the Corporation only upon a determination that such indemnification of the officer or director is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section IV(a). Such determination may be made only:

(1) By a majority vote of quorum consisting of directors of the Corporation who were not and are not parties to, or threatened with, any such action, suit, or proceeding; or

(2) If such a quorum is not obtainable or if a majority of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation, or any person to be indemnified, within the past five (5) years; or

(3) By the members; or

(4) By the Court of Common Pleas of Franklin County, Ohio or (if the Corporation is a party thereto) the court in which such action, suit, or proceeding was brought, if any.

Any such determination may be made by a court under division (4) of this Section at any time (including, without limitation, any time before, during, or after the time when any such determination may be request of, be under consideration by, or have been denied or disregarded by the disinterested directors under division (1), or by independent legal counsel under division (2), or by the members under division (3) of this Section; and no failure for any reason to make any such determination, and no decision for any reason to deny any such determination, by the

disinterested directors under division (1), or by independent legal counsel under division (2), or by members under division (3) of this Section shall be evidence in rebuttal of the presumption recited in Section IV(a). Any determination made by the disinterested directors under division (1) or by independent legal counsel under division (2) of this Section to make indemnification in respect of any claim, issue, or matter asserted in an action or suit threatened or brought by or in the right of the Corporation shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification, such person shall have the right to petition the Court of Common Pleas of Franklin County, Ohio or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

(e) ADVANCES FOR EXPENSES. Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees, and transcript costs) incurred in defending any action, suit, or proceeding referred to in Section IV (a) shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding to or on behalf of the officer or director promptly as such expenses are incurred by him or her, but only if such officer or director shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue, or other matter asserted in such action, suit, or proceeding in defense of which he or she shall not have been successful on the merits or otherwise.

(1) If it shall ultimately be determined as provided in Section IV(d) that he or she is not entitled to be indemnified by the Corporation as provided under Section IV(a); or

(2) If, in respect of any claim, issue, or other matter asserted by or in the right of the Corporation in such action or suit, he or she shall have been adjudged to be liable for gross

negligence or misconduct (other than negligence) in the performance of his or her duty to the Corporation, unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he or she is fairly and reasonably entitled to all or part of such indemnification.

(f) ARTICLE IV NOT EXCLUSIVE. The indemnification provided by this Article IV shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under the articles or the regulations or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or director of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(g) INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the obligation or the power to indemnify him or her against such liability under the provisions of Article IV.

(h) CERTAIN DEFINITIONS. For purposes of this Article, and as examples and not by way of limitation:

(1) A person claiming indemnification under this Article shall be deemed to have been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section IV(a), or in defense of any claim, issue, or other matter therein, if such action, suit, or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against him or her, without a conviction of him or her, without the imposition of a fine upon him or her, and without his or her payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or her or otherwise results in a vindication of him or her; and

(2) References to an "other enterprise" shall include employee benefit plans; references to a "fine" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee, or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" within the meaning of that term as used in this Article.

(i) VENUE. Any action, suit, or proceeding to determine a claim for indemnification under this Article may be maintained by the person claiming such indemnification, or by the Corporation,

in the Court of Common Pleas of Franklin County, Ohio. The Corporation and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over the Corporation or such person by the Court of Common Pleas of Franklin County, Ohio in any such action, suit or proceeding.

Article V: MEMBERSHIP. The membership of this Corporation shall consist of three (3) classifications: system, associate, and honorary.

(a) **SYSTEM MEMBER.** The system membership of this Corporation shall consist of individuals, partnerships, associations, or corporations operating or having a franchise to operate a cable television system within the State of Ohio, except that no entity that was an incumbent local exchange carrier on February 8, 1996, and no entity that is the parent, subsidiary, affiliate, or acquirer of an entity that was an incumbent local exchange carrier on February 8, 1996, may be a system member, unless such entity or its telephone company parent, subsidiary or affiliate was a system member on February 8, 1996.

For the purpose of these regulations, a "cable television system" is defined as a facility used primarily to provide television signals to subscribing members of the public via coaxial cable or other wire distribution system; and a "franchise" is defined as a permit, license, or ordinance from the state or a governmental subdivision of the state granting the rights to conduct and operate a cable television system.

(b) **ASSOCIATE MEMBER.** The associate membership of this Corporation shall consist of individuals, partnerships, associations, or corporations engaged in the manufacture or distribution of cable television or telecommunications equipment or service, or otherwise interested in or related to the cable television or telecommunications industry. The associate

membership shall have two (2) categories: individual associate membership and corporate associate membership.

(1) Individual Associate Members.

Individual associate members may consist of individuals, partnerships, associations or corporations. A partnership, association or corporation that is an individual associate member shall designate one individual to act as a representative for that individual associate member. The designated individual shall be the only person affiliated with that entity who shall be entitled to receive, or to whom the Corporation shall provide, communications, documents or other information concerning or related to the corporation's business and affairs that are provided or available generally to other associate members.

(2) Corporate Associate Members.

Corporate associate members may consist of partnerships, associations or corporations. A partnership, association or corporation that is a corporate associate member shall designate two or more individuals to act as the representatives of the corporate associate member. The designated individuals to receive, or to whom the corporation shall provide, communications, documents or other information concerning or related to the corporation's business and affairs.

(c) HONORARY MEMBERSHIP. The honorary membership of this Corporation shall consist of those individuals, partnerships, associations, or corporations whose efforts on behalf of or contributions to the cable telecommunications industry are such as to entitle them to special honor and recognition by nomination by the board of directors and election by the general membership.

(d) APPLICATION FOR MEMBERSHIP. Application for system and associate membership

shall be made in writing to the board of directors, which application shall be in the form prescribed by the board of directors, and shall contain a statement signifying the applicant's agreement to be bound by the code of regulations of this Corporation. If an applicant is deemed to be in conflict with the objectives of the Corporation, the board may reject such application by a majority vote. In the event that the board of directors shall reject an application, the applicant shall have the right to present such application to the membership of this Corporation by filing the same with the secretary, and the members entitled to vote shall vote to accept or reject such application at the annual meeting immediately following the filing of such application with the secretary.

(e) **INELIGIBILITY.** Cable television and telecommunications systems that are commonly owned or controlled by an individual, partnership, association, corporation, or entity of any kind shall not be eligible for membership unless membership is maintained for all systems controlled by such person within the State of Ohio.

(f) **VOTING RIGHTS.** Only those system members having paid their current dues in full, 30 days prior to any membership meeting, shall have the right to vote, and each such system member shall be entitled to one (1) vote for each \$100 or any part thereof paid the Corporation for membership as outlined in Article VI of these regulations. A list of system members in good standing and the number of votes earned through dues payment shall be prepared and mailed to the membership as a whole not less than fifteen (15) days prior to the date of an annual meeting or five (5) days prior to the date of a special meeting. In no case shall any system member in good standing have less than one (1) vote. It shall be mandatory for each voting system member to file with the secretary of the Corporation the name or names of the individual who shall have

the power and authority to cast the vote or votes for such system member. In the event that two (2) or more individuals are so registered, the secretary shall require certification of the respective order in which such individuals shall have the right to exercise such power and authority.

(g) **SUSPENSION AND EXPULSION OF MEMBERS.** Any member may be suspended or expelled by the board of directors for failure to pay dues or for conduct unbecoming a member, or upon change of ownership. Before any member is suspended or expelled, notice of the charges against such member and the time and place of the meeting of the board of directors at which the same are to be considered shall be mailed or delivered via electronic device to such member at the member's address as it appears on the records of the Corporation, at least fifteen (15) days before such meeting. The member shall be given the opportunity to defend and shall have the right to appeal the decision of the board of directors to the system membership. Notice of such appeal shall be in writing addressed to the secretary of the Corporation, which notice must be actually received by the secretary at least fifteen (15) days before the next annual meeting or special meeting of the members. In the event of such appeal, the secretary shall present the member's appeal to the system members for their acceptance or rejection at the next annual meeting or special meeting.

(h) **NON-TRANSFERABLE RIGHTS.** No membership shall be transferable.

(i) **MEMBERSHIP BOOK.** The Corporation shall maintain a membership book which shall contain the name and address of each member and in the event of classification of members, the class to which the member belongs.

Article VI: DUES AND ASSESSMENTS

The fiscal year for this Corporation shall be January 1 through December 31.

(a) ANNUAL DUES. Annual dues shall be due and payable in full on or before the first (1st) of January of each year. Upon a demonstration of special or extreme circumstances, the board of directors may, upon the affirmative vote of two-thirds (2/3) of the members of the board present at a meeting at which a quorum is present, permit a system member to pay partial dues on a monthly, quarterly or other regular payment schedule until the dues are paid in full.

(1) The board of directors shall establish, based upon the affirmative vote of two-thirds (2/3) of the members of the board present at a meeting at which a quorum is present, system member dues. In no event shall system members pay dues in excess of seventy cents (\$.70) per customer per year nor less than twenty-five (\$25.00) in total per year. The number of customers as of the first of December in the immediately preceding year shall determine the amount of annual dues for system members.

(2) The board of directors shall establish, based upon the affirmative vote of two-thirds (2/3) of the members of the board present at a meeting at which a quorum is present, individual associate and corporate associate member dues. In no event shall associate members pay dues in excess of four hundred dollars (\$400.00) in total per year. The maximum allowable associate member dues are exclusive of dues that may be assessed upon corporate associate members with multiple individuals registered as members.

(3) Honorary members shall pay no dues.

(b) SPECIAL ASSESSMENTS. Special assessments may be levied against the system members at the annual meeting or a special meeting of the members at the annual meeting or a special meeting of the members called for that purpose; however, no such assessment may be levied unless the resolution to levy such assessment is passed by the affirmative vote of the holders of

two-thirds (2/3) of the votes represented at a meeting at which a quorum is present. In the event of such affirmative action, assessments shall be levied against the system members only on a pro rata basis according to the number of cable television subscribers served by each member.

Article VII: ACTION WITHOUT MEETING

Any action that may be authorized or taken at a meeting of the members or the directors, as the case may be, may be authorized or taken without a meeting, in writing or writings signed by all of the members or all the directors, as the case may be, who would be entitled to notice of a meeting for such purpose, or, in the case of members, by such other proportion or number of voting members not less than a majority, as the articles of incorporation or regulations permit.

Any such writing shall be filed with or entered upon the records of the Corporation.

Any certificate with respect to the authorization or taking of such action which is required to be filed in the Office of the Secretary of State shall recite that the authorization or taking of such action was in writing or writings signed as specified in this article and in accordance with Section 1702.25 of the Revised Code of Ohio.

Article VIII: AMENDMENTS

These regulations may be amended, supplemented, or repealed, or new regulations may be adopted, without a meeting by the written consent of the members by the holder of votes entitling them to exercise a majority of the voting power of the Corporation; or said regulations may be amended, supplemented, or repealed, or new regulations may be adopted, at an annual meeting or special meeting of members held for such purposes, only by the affirmative vote of the holder of two-thirds (2/3) of the votes represented at a meeting at which a quorum is present.

