

BYLAWS  
OF  
OZCAT ENTERTAINMENT, INC.

ARTICLE I

NAME

The name of this Corporation shall be OZCAT ENTERTAINMENT, INC.

ARTICLE II

PURPOSE

The mission of Ozcat Entertainment, Inc. is threefold: 1) to prepare and promote local and independent artists and technicians in the field of popular arts and entertainment; 2) to foster Vallejo's entertainment heritage by highlighting art-related events, news and history in and around the local community; 3) to bolster community spirit and awareness by supporting and networking with other local non-profits.

ARTICLE III

Members of the Corporation

Section 1: Class of Members. The Corporation shall have one class of member. Each member shall be entitled to one vote on each matter submitted to a vote of the members except as otherwise provided by law.

Section 2: Residents of Solano County and the owners, managers, employees, agents, representatives, officers or directors of any firm or organizations conducting business or engaged in activities within Solano County shall be eligible for membership in the Corporation. The maximum number of members in the Corporation will be 50. A majority of the members shall be at all times be residents of the Solano County. The initial members shall be designated by the initial board of directors.

Section 3: Any other person who is eligible for membership in the Corporation may become a member upon filing an application with the Corporation indicating such person's desire to become a member of the Corporation. A majority vote in the affirmative of the members of the Corporation shall admit the applicant.

Section 4: Any member may resign from membership by filing a written resignation with the secretary of the Corporation. The board of directors may by a two-thirds

vote of the board of directors at any regularly constituted meeting terminate membership of any member who becomes ineligible for membership in the Corporation. Members of the Corporation shall be polled 75 days prior to the annual meeting to ascertain their desire to continue participation in the Corporation.

Those members desiring to retain membership in the Corporation must notify the Corporation sixty (60) days prior to the annual meeting. A list of members eligible to vote shall be made available thirty (30) days prior to the annual meeting and additions or corrections may be made up to fifteen (15) days before the annual meeting.

## ARTICLE IV

### Meetings of the Corporation

Section 1: Annual Meeting: The board of directors shall provide for an annual meeting of the membership of Ozcat Entertainment Corporation as near end of the fiscal year as is practical.

Section 2: Special Meetings: A special meeting may be called at any time by a majority of the board of directors or upon receipt of a written request of fifteen (15) of the members of the Corporation to the secretary.

Section 3: Place of Meeting: The board of directors may designate any place within the City of Vallejo as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If a special meeting is called by the board or by petition of not less than fifteen (15) of the members, then in such an event, the meeting shall be held at such location as shall be designated by the authority calling the special meeting.

Section 4: Notice of Meeting: Written or a printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail to each member not fewer than five (5) nor more than thirty (30) days before the date of such meeting by or after direction of the president or the secretary or the officers or persons calling the meeting. The purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5: Quorum: At least 15 members plus a majority of the board of directors must be present in person in order to constitute a quorum for any regular or special meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6: Voting by Mail: Where directors are to be elected by members, provisions may be made to vote by mail in such manner as the board of directors shall determine.

## ARTICLE V

### Board of Directors

Section 1: General Powers: Except as otherwise provided in these bylaws, the board of directors shall have full power to operate and manage this Corporation.

Section 2: Number, Tenure, and Qualifications: The number of directors shall be determined by the board of directors provided that the number shall not be less than three(3) nor more than nine (9). A directors shall hold office until he or she resigns, or is removed or is otherwise disqualified. Directors must be members of the Corporation and at all times be residents of Solano County.

Directors shall be elected when necessary at the annual meeting of the membership by a majority vote of the voting membership.

Section 3: Vacancies: Any vacancy occurring on the board of directors and any directorship to be filled by reason of any increase in the number of directors shall be filled by the board of directors.

Section 4: Removal of Directors: Any director may be removed from office for cause by a two-thirds (2/3) majority vote of the total directors.

Section 5: Regular Meetings: A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after and at the same time as the annual meeting of the members. The board of directors may provide by resolution the time and place, either within or without the County of Solano for the holding of additional regular meetings of the board without other notice than such resolution.

Section 6: Special Meetings of the Board of Directors. Special meetings of the board of directors may be called by or at the request of the president or any five directors.

Section 7: Notice: Notice of any special meeting of the board of directors shall be given at least three (3) days previously thereto by written notice delivered personally or sent by email or any written device to each director at his address as shown by the records of the Corporation and such notice shall be published in the corporate office. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting. The purpose of any regular or special meeting of the board shall be specified in the notice or waiver of notice of such meeting.

Section 8: Quorum: The majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9: Manner of Acting: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 10: Informal Action: Any action required to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing setting forth the action as taken shall be signed by a majority of the directors. Notice of such action shall be presented to the president no less than twenty-four (24) hours prior to such action. Any informal action shall be ratified at the next regular meeting of the board of directors.

Section 11: Conflict of Interest: Any duality of interest or possible conflict of interest on the part of any director shall be disclosed to the other directors and made a matter of record through an annual procedure to be established by the board and also when the interest becomes a matter of board action.

Any director having such duality or possible conflict of interest shall not vote or use his influence on the matter in question and shall not be counted in determining a quorum for the meeting. The minutes of the meeting shall reflect such disclosures, abstention from voting and the quorum situation.

The foregoing shall not be constructed to prevent the director from briefly stating his position in the matter nor from answering pertinent questions of other directors.

Any new director will be advised of this policy upon entering on the duties of his office.

Section 12: Confidentiality: It is the intent of the Corporation to conduct its business in open session whenever possible. However, in those circumstances where the board is discussing or acting upon strategy with respect to litigation, implementation of security systems, real estate transactions, interviews with prospective employees, discussion of personnel matters or any other matter which the board feels must be dealt within a confidential manner, the board may close its meeting to the members of the corporation and the general public. An affirmative vote of two-thirds (2/3) of the members at a meeting at which a quorum is present is necessary to close the meeting. The vote of the board of directors on matters considered in closed session shall be taken in open discussion.

Section 13: Compensation: The officers and directors shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interests of the corporation and approved by the board of directors

Section 14: Absences: Any member of the board of directors who is absent for three (3) consecutive meetings without valid excuse shall be replaced according to the provisions specified in Section 3 of this article.

Section 15: Initial Board: The initial board of directors shall be three (3) in number, which shall be elected to an initial three (3) three-year term and shall include the officers of the Corporation.

The initial board composition shall all be residents of Solano County.

## ARTICLE VI

### Officers

Section 1: Number and Title: The officers of the Corporation shall be a president, one vice-president, a secretary-treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person except the office of the president and secretary-treasurer.

Section 2: Election Term of Office: The officers of the Corporation shall be elected annually by the board of directors. Each officer shall hold office until their successor shall be duly elected and qualified.

Section 3: Vacancies: Vacancies may be filled or new offices created and filled at any meeting of the board.

Section 4: Removal: Any officer or agent elected or appointed by the board of directors may be removed by an affirmative vote of two-thirds (2/3) of the total board whenever in its judgement the best interests of the Corporation would be served thereby.

Section 5: The President: The President shall preside at all meetings of the board of directors and one general membership. He/she may sign with the secretary or any other proper officer of the corporation authorized by the board of directors any deed, mortgage, bond, contract or any other instrument which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the corporation; in general, he/she shall perform all duties incident to the office of president and such other duties which shall be prescribed by the board of directors from time to time.

Section 6: The Vice-President: In the absence of the president or in the event of the president's inability or refusal to act, the Vice-President, (in order of their election) shall perform the duties of the president, and when so acting shall have all the powers and be subject to all the restrictions upon the president. Any vice-president shall perform other duties as from time to time may be assigned by the president or by the board of directors.

Section 7: The Secretary: The secretary shall keep the permanent minutes of the meetings of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws, or as required by law; be custodian to the corporate records and the corporate seal; keep a register of the name and Post Office address of each corporate member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or the board of directors.

Section 8: The Treasurer: The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; the treasurer shall assure that the fiscal officer receive and give receipts for money due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the corporation in such bank or other financial institutions as shall be elected in accordance with Article IX, Section 4 of the bylaws, and in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the board of directors. The treasurer and executive director shall with the appropriate standing committee prepare an annual operation and program budget showing income and expenses to be presented to the board for approval at the meeting of the board of directors before the end of the fiscal year.

## ARTICLE VII

### Committees

Section 1: Executive Committee: The Executive Committee shall consist of the officers of the corporation chairpersons. The powers of this committee shall be determined by the board.

Section 2: Other Standing Committees: The board of directors may establish such additional committees as are necessary and appropriate to carry out the business of the corporation. Committees designated by the board of directors may include members of the corporation. Each committee shall have the duties and responsibilities delegated to it by the board of directors.

Section 3: Appointments: The chairperson of each standing committee shall be appointed by the president of the board of directors in consultation with the executive director and with the advice and consent of the board of directors. Such committee chairpersons shall be selected from among the board membership. Committee members shall be appointed by the chairperson of each committee in consultation with the president of the board of directors and the executive director. Committee members may or may not be members of the board of directors, with the exception of the executive committee as stated in article VII section I of these bylaws.

Section 4: Commissions: The duties, responsibilities, authority, and composition of all standing committees and ad hoc committees shall be stated in writing and adopted by resolution of the board of directors.

Section 5: Term of Office: All committee members shall serve until the first annual meeting following their appointment or until their successors have been appointed.

Section 6: Reports: Each committee shall submit activity reports to the board of directors as prescribed by its commission.

## ARTICLE VIII

### Employed Staff

Section 1: Employees: The board of directors may employ such full or part time employees as are needed to carry out the program of the Corporation. Salaries, benefits and other terms of employment shall be set by the board of directors.

## ARTICLE IX

### Miscellaneous provisions

Section 1: Indemnification. Any person made or threatened with being made a party or action, suit or proceeding (civil, criminal, or administrative) by reason of the fact that he/she is or was a Director, officer or employee of the corporation or of any corporation which he served in any such capacity at the request of the Corporation shall be indemnified by the Corporation against the judgements, fines and other liabilities (including amount paid in settlement) sustained as a result of, and reasonable expenses (including attorney's fees) incurred in connection with, the investigation, defense or the compromise or settlement of any such action, suit or proceeding or threat thereof; provided, however, that:

- a. In the event of final adjudication of such action, suit or proceeding, such person shall not be indemnified hereunder with respect to any matter as to which he shall be adjudged liable for material negligence or material misconduct in the performance of his duties to the corporation or
- b. In the event that such action, suit or proceeding, or threat thereof, is compromised or settled before final adjudication thereof, such person shall not be indemnified hereunder unless it shall be determined that he acted without material negligence and that his action did not constitute material misconduct in the performance of his duties to the Corporation.

A judgement or conviction in a criminal action, suit or proceeding or termination of such proceeding by a plea of nolo contendere or its equivalent shall not be deemed an adjudication that the Director, officer or employee is liable for negligence or misconduct in the performance of his duties to the corporation if it shall be determined that the action complained of on the part of the director, officer or employee was taken in good faith in what he considered to be the best interests of the corporation and on the reasonable assumption of its legitimacy.

As used in this Bylaw, the words "it shall be determined", mean that the matter in question shall be determined either

- i. by a court order, or
- ii. by a majority of those Directors who are not parties to the suit, action or proceeding in which the matter is involved, or
- iii. by independent counsel selected by a majority of the Directors who are not such parties, or a judge of the U.S. District Court.

The foregoing rights of indemnification shall not be exclusive of any other rights which any director, officer, or employee may have as a matter of law. The foregoing



rights of indemnification shall, in the case of the death of a Director, officer or employee, inure to the benefit of his successors.

Section 2: Principal Office: The principal office of the corporation shall be at such location within Solano County, California, as shall be determined by the Board of Directors.

Section 3: Corporate Seal: The Board of Directors shall provide a Corporate Seal.

Section 4: Depositories: All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, savings and loan associations, trust companies, or other depositories as the Board of Directors may elect. If funds of corporation exceed those insured by FDIC, excess funds shall be transferred and deposited into an alternately insured account as designated and controlled by corporation.

Section 5: Contracts: The Board of Directors may authorize any officer or agent or officers or agents of the corporation, in addition to the officers authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6: Checks, Drafts, Etc.: All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such persons at least two in number and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer, secretary and counter-signed by the president, or vice-president of the Corporation.

Section 7: Fiscal Year: The fiscal year of the corporatoion shall end on 5/31 of each calendar year.

Section 8: Investment: Any funds of the Corporation which are not needed currently for the activities of the corporation may at the Board of Directors be invested in such investments as are permitted by law.

Section 9: Annual Audit: The financial books and records of the Corporation shall be audited annually by a Certified Public Accountant, selected by the audit committee.

Section 10: Books and Records: The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and address of the members entitled to vote. All books and records of the corporation, except confidential files, may be inspected by any member, or his agent or attorney or the general public for any proper purpose at any reasonable time.

Section 11: Dissolution: In the event of dissolution of the corporation, the



board of directors shall, after payment of all liabilities of the corporation, dispose of the assets of the Corporation, exclusively for the purpose of the corporation in such manner, or to such organizations organized and operating exclusively for charitable, education, religious or scientific purposes as shall at the time qualify an an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, and which is organized for purposes substantially similar to that of the corporation.

Assets of the corporation remaining after payment of all liabilities of the corporation shall be distributed to any non profit organization which qualifies under Sec. 501 'c)'3) of the Internal Revenue Code of 1954, and which operates within the City of Vallejo.

Section 12: Non-discrimination: This corporation is an Equal Opportunity Employer and shall make available its service without regard to race, sex, age, ancestry, or national origin.

Section 13: Political Activity: The corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. Further, no portion of its funds shall be used for lobbying or in any way attempting to influence legislation. However, this By-law shall not be constructed to limit the right of any official of member of this corporation to appear before any legislative committee, at his own expense, to testify as to matters involving the corporatio

Section 14: Gifts: The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest, or device for the general purposes or fair any special purposes of the corporation.

Section 15: Dues: There shall be no membership dues.

Section 16: parliamentary procedure: All board of directors and ship meetings shall be governed by Roberts Rules of Order, unless contrary procedure is established by the Articles of Incorporation or these By-Laws or by resolution of the Board of Directors.

Section 17: Bonding: The Board of Directors may require the Treasurer and any other officer or employee of the corporation to give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The corporation shall pay the premiums required for such bonds.

Section 18: Annual Report: The Board of Directors is required to submit an annual report of finances and operations to the membership at each Annual Meeting of members.

Section 19: Ozcat Entertainment shall at all times maintain the characteristics necessary to be an "established local entity", pursuant to to Section 73.7003(b)(1) of the Federal Communication Commission's rules and to provide "local diversity of ownership" pursuant to Section 73.7003(b)(2) of the Federal Communication Commission's rules, with respect to any application filed by Ozcat Entertainment for a permit to construct a non-commercial educational radio station.

## ARTICLE X

### Amendments

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by a two-thirds (2/3) majority vote of the Directors or a majority of the members of the Corporation present at an annual or a duly summoned special meeting of the Directors or the members of the Corporation. At least ten (10) days prior written notice setting forth the proposed action shall be given to Directors and members.

### SECRETARY'S CERTIFICATION

This is to certify that the foregoing By-laws of Ozcat Entertainment, Inc. have been duly adopted by the Board of Directors, at a meeting held on October 8, 2007.

A handwritten signature in dark ink, reading "Amatullah Carter", is written over a horizontal line.

Secretary-Treasurer  
Amatullah Carter