



Philadelphia Public Access Corporation (PPAC) History

In the fall of 2007 the City of Philadelphia took the necessary steps to launch a public access cable television station. After a prolonged and successful fight led by activists followed by a collaborative effort between those activists and city officials to create a workable scenario. The articles of incorporation to create the Philadelphia Public Access Corporation, the non-profit that would operate the public access system, were filed with the State of Pennsylvania in December 2007.

Appointments to the start up board of directors were made and the first board meeting took place in October 2008.

In Spring 2009, the board hired the organization's first executive director. Since then the staff has grown to seven full-time employees. Philadelphia Public Access Corporation's day-to-day operations are also supported by many committed volunteers and an active membership of over 500 individuals and non-profit organizations.

In Summer 2009 the Philadelphia Public Access Corporation adopted the doing business as name of Philadelphia Community Access Media or PhillyCAM for short.

On October 23, 2009, PhillyCAM began cablecasting on Comcast 29/30 and Verizon 29/30. Since then, PhillyCAM's cable schedule has grown to 24 hours a day, 7 days a week. Over the last year, PhillyCAM debuted 679 hours of locally produced, original television content.

In May 2010, PhillyCAM opened a start-up facility located within the Painted Bride Art Center. PhillyCAM began assisting groups and individuals in content submission for cablecast and conducted orientation sessions to introduce people to the possibilities of public access television. In Summer 2010, field production equipment and post-production editing stations were purchased and workshops training members in video production began. PhillyCAM was also regularly convening its members and the general public for educational programs and screenings to showcase the work exhibited on the channel.

In Summer 2010, the Board of Directors and the Executive Director began an extensive search for an appropriate permanent facility. In Fall 2011, PhillyCAM completed the renovation of an 8000 square foot facility outfitted with two television studios, computer lab, meeting and office space. In October 2011, PhillyCAM opened its community media center, a block from the Liberty Bell, at 699 Ranstead Street in Center City Philadelphia.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

Philadelphia Public Access Corporation

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3777450

James, Joseph
Chief Information Officer, 1234 Market Street Ste 1850
Philadelphia, PA 19107

Entity #: 3777450
 Date Filed: 12/24/2007
 Pedro A. Cortés
 Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE
 CORPORATION BUREAU**

**Articles of Incorporation
 (15 Pa.C.S.)**

Domestic Nonprofit Corporation (§ 5306)

Name Joseph James, Deputy Chief Information Officer		
Address 1234 Market Street, Suite 1850		
City Philadelphia	State PA	Zip Code 19107

Document will be returned
 to the name and address you
 enter to the left.

Commonwealth of Pennsylvania
 ARTICLES OF INCORPORATION-NON-PROFIT 3 Page(s)



Fee: \$125

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:

- The name of the corporation is: Philadelphia Public Access Corporation
- The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
<u>1234 Market Street, Suite 1850</u>	<u>Philadelphia</u>	<u>PA</u>	<u>19107</u>	<u>Philadelphia</u>

(b) Name of Commercial Registered Office Provider **NOT APPLICABLE**
- The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.

The corporation is formed exclusively for charitable, scientific, religious or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and any subsequent amendments thereto (the "Code"), and particularly:

- to develop, promote and manage community use of public access channels on the cable communications systems now established and from time to time hereafter established in the City of Philadelphia;
- to develop and manage public access programming, including establishing rules, policies and procedures for such programming;
- to provide individuals and organizations with the resources and support, including training, equipment, and production facilities and other resources, that are necessary to produce and distribute non-commercial public access programming over public access cable channels and by other appropriate technological means, such as but not limited to distribution over the Internet;
- to develop funding resources and to administer the funds available to the corporation in order to develop and promote public access programming;

88:1111 42 330 1002

- (e) to enter into and perform mutual and other agreements, leases, and other arrangements as its board of directors may deem proper to carry out any of the purposes set forth in these Articles;
- (f) to pursue any other lawful purpose consistent with the foregoing purposes, other than for pecuniary profit.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

No part of the corporation's net earnings shall inure to the benefit of, or be distributable to, any contributor, director, officer or other private individual or person except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Upon any dissolution or winding-up of the corporation, its assets remaining after all debts and expenses have been paid or provided for shall be distributed by the Board of Directors to the City of Philadelphia, a political subdivision of the Commonwealth of Pennsylvania, or to a successor entity designated by the City of Philadelphia, to be used for the public purposes set forth in these Articles.

Notwithstanding any other provision hereof, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is described in Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(a)(2) of the Code.

5. The corporation is organized on a non-stock basis.
6. The corporation shall have members.
7. *For Nonprofit Cooperative Corporation Only:* NOT APPLICABLE

Complete and strike out the inapplicable term: The corporation is a cooperative corporation and the common bond of membership among its (members) (shareholders) is: _____

8. The name and address of each incorporator is:

Name(s)

Address(es)

Joyce S. Wilkerson

Room 204, City Hall, Philadelphia, PA 19107

9. The specified effective date, if any, is: NONE
10. Additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet. NONE

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this

20 day of December, 2007


Signature

**RECORD OF ACTION OF THE
SOLE INCORPORATOR**

The undersigned, being the sole incorporator of the Philadelphia Public Access Corporation, a Pennsylvania nonprofit corporation (the "Corporation"), hereby consents to the adoption of the following resolution:

WHEREAS, the Articles of Incorporation of the Corporation (the "Articles") were filed with the Secretary of State of the Commonwealth of Pennsylvania on December 2, 2007, and a copy thereof was subsequently published in the County of the Registered Office pursuant to applicable statutes of the Pennsylvania Nonprofit Corporation Law, as amended.

NOW, THEREFORE, be it

RESOLVED, that the Bylaws attached hereto, a copy of which shall be filed in the minute book of the Corporation immediately following the copy of the Articles be, and they hereby are, adopted as the Bylaws of this Corporation.

IN WITNESS WHEREOF, I hereunto set my hand as of the 2nd day of December, 2007.


Joyce S. Wilkerson, Incorporator

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **OCT 02 2009**

PHILADELPHIA PUBLIC ACCESS
CORPORATION
C/O LOUIS MASSIAH
4212 CHESTNUT ST THIRD FLR
PHILADELPHIA, PA 19104-6414

Employer Identification Number:
26-3817913
DLN:
17053216324029
Contact Person:
CARLY D YOUNG ID# 31494
Contact Telephone Number:
(877) 829-5500

Accounting Period Ending:
June 30
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
December 24, 2007
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

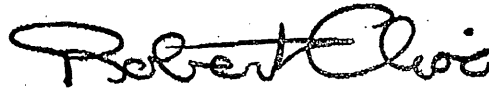
Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

PHILADELPHIA PUBLIC ACCESS

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in black ink that reads "Robert Choi". The signature is fluid and cursive, with the first name "Robert" and last name "Choi" clearly distinguishable.

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-PC

October 22, 2008
PPAC Board of Director's Meeting Notes
Room 795 - City Hall

In attendance: Louis Massiah(chair), Patricia Mattern, Jonathan Stein, Adan Mairena, Inja Coates, Denise Brown, Tony Radwanski, Danielle Redden, Nadine Patterson, Keith Brand, Joah Aronovitch
Absent: Terry Johnson, Beth McConnell, David Haas, Angel Ortiz,

1. Review of Minutes

- Josh will send out the minutes from October 6th meeting by the end of this week

2. Schedule Next Board meeting

Discussion: Have future BOD meetings at a Center City location outside of City Hall as a means as establishing PPAC as an entity separate from the City. Two possible locations offered: Leeway Foundation and Community Legal Services. BOA will meet approximately once a month, with committee meetings occurring as needed.

****Next meeting -- Monday November 10, Noon**

at Community Legal Services, 1424 Chestnut St

(SE corner of 15th and Chestnut St., above CVS drugstore, 5th floor conference room)

3. Election of Officers

Discussion: In choosing the leadership for the BOD, be mindful of geographic and ethnic diversity, particularly important considering nature, scope, and goals of public access cable television

Motion by Chair: Nominate Patricia Mattern as Treasurer

Discussion: Patricia had questions about the tasks of board treasurer concerning keeping of books/receipts of such a large non-profit. Josh noted that according to bylaws those roles can be delegated out, and will eventually be handled by ED.

Motion tabled until after Committee discussion.

4. Committees

As stated in Section 7.1 of the bylaws there shall be 3 standing committees:

Executive, Finance and Budget, Election

Proposal by Chair: Expand standing committee structure that better reflects the work that needs to be accomplished by the initial BOD. New Committees could include

Development/Fundraising

Finance/Audit

Site/Tech

Outreach/membership

Nomination

Programming

Executive

Discussion: Concern about having too many committees with overlapping roles.

Questions regarding how membership (building membership base of PPAC) relate to outreach (promoting PPAC system, ensuring we meet our goals of having a truly diverse and representative system) and programming (pulling in local content that accurately reflects Philadelphia community) and nominations (seeking out and recruiting members for the permanent board)

Motion: 5 Committees

- a. Financial/Audit/Fundraising (approve and oversee budgets, review cash flow, work closely on the financial management of the corporation, raise funds to supplement the revenues received from Comcast)
- b. Site/Tech (oversee the selection and renovation of the Public Access site(s))
- c. Outreach/Membership/Nominations (insure PPAC truly reaches and serves diverse citywide constituencies, solicit locally produced content, begin to establish membership base, identify individuals to be nominated to permanent board)
- d. Executive Committee(general supervision and management of PPAC between BOD meetings)

Motion Passed.

Discussion: Is there a way we can structure committees without changing bylaws?Yes. Pursuant to Section 7.5 of bylaws, BOD has power to establish additional committees, Site/Tech would fall under such ad-hoc committee.

5. Committee Members

a. Finance/Audit/Fundraising

Proposed Members: Tony Radwanski, Patricia Mattern, Louis Massiah, Inja Coates, Danielle Redden, suggested Angel Ortiz and David Haas (not present)

Motion Tabled. Will vote on committee members once David and Angel are present. Patricia will contact them.

Nominated Chair and Treasurer: Patricia Mattern

Motion Passed

b. Tech/Site

Proposed Members: Nadine Patterson, Frank Punzo, Joe James (advising) Adan Miarena, Keith Brand

Motion Passed.

Nominated Chair: Keith Brand

Motion Passed

c. Election/Outreach/Membership

Proposed members: Denise Brown, Adan Miarena, Terry Johnson (not present) Danielle Redden, Nadine Patterson, Jonathan Stein

Motion Passed.

Nominated Chair: Denise Brown

Motion Passed.

6. Vice Chairs

Proposal by Chair: Pursuant to Section 5.1 of the bylaws the BOD shall determine the number of vice-chairs, proposes having two-vice chairs in order to enable PPAC to insure diversity.

Discussion: Three vice chairs nominated: Inja Coates, Adan Mairena, Jonathan Stein. Chair requested a vote.

Nominated Chairs: Inja Coates and Jonathan Stein

Motion Passed

7. Executive Committee

Discussion: Pursuant to bylaws, executive committee shall be composed of no more than seven persons. Currently EC is comprised of Chair, two vice chairs, secretary, and treasurer. There could be two additional persons nominated to EC.

EC discussion tabled to next meeting.

8. Executive Director Search Committee Reportback

(handout Job Description)

Discussion - Committee proposes an open and expedited search. Salary still unknown.

Question regarding sentence:

"The term of the Director will run concurrently with the term of the Interim Board of Directors, approximately one year, after which an elected Board of Directors will determine who the Director will be thereafter."

What do we feel empowered to do as the interim board - do we feel empowered to make a hire? Are we looking for a temporary or permanent ED? Is this a contract or no-contract position?

Motion: Strike sentence from Job Description. Hold off on voting on job description until next meeting, in the meantime:

-Search Committee will make edits to job description and compile more information on salary requirements and PPAC's operating budget. This information will be summarized and sent out to full BOD prior to Nov 10th meeting.

Motion Passed.

9. Miscellaneous

- Concern regarding the timeliness of setting up a bank account for PPAC, that in be done in time to receive 2008 operating funds from Comcast (500,000). Patricia will research bank account options and what is needed. Josh will apply for an EIN number.
- Proposed Operating Agreement with Comcast - Josh is waiting on this from Michael Athay (City's Law Department) and will bring it to the next meeting to be reviewed

Additional Handouts: Bios of BOD

Recorded by: Danielle Redden