

II. Bylaws

Based on the original 1987 RESTATED BYLAWS of FCAC

Approved September 21, 1997

ARTICLE ONE~OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in Fairfax County, Virginia.

Section 2. Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine or the activities of the Corporation may require.

ARTICLE TWO~MEMBERS

Section 1. Qualifying of Members. Subject to the provisions of the Articles of Incorporation, any natural person shall be eligible for membership, who is an inhabitant in the County of Fairfax (including any incorporated Town thereof), the City of Fairfax or the City of Falls Church, Virginia, and who applies to the Corporation for membership, agrees with the Corporation that she/he will support the purposes of the Corporation (as set forth in the Articles of Incorporation), agrees to abide by the provisions of the Articles of Incorporation and these Bylaws as they may be in effect from time to time, and agrees to pay such other membership dues as provided below. Applications shall then be submitted to the Board of Directors for approval. The Board of Directors may by resolution delegate the duty to approve or disapprove applications to a membership committee or to an officer of the Corporation. Applicants whose applications are approved shall become members in good standing of the Corporation on payment of the required dues as more particularly provided elsewhere in these Bylaws or by resolution of the Board of Directors.

Applicants whose applications are not approved shall become members of good standing of the Corporation as provided above unless a 3/5 majority of all of the members of the Board vote to uphold the disapproval at the next Board Meeting in public session. All such disputes must be decided prior to the record date in Article 3, Section 8 or membership in good standing is automatically granted, for purposes that such record date was being set.

Section 2. Termination of Membership. The Board of Directors, by affirmative vote of a 3/5 majority of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing. The membership of any member who shall be in default on the payment of dues may be terminated in accordance with Article 11, Section 3. These are the only two ways to remove a member's good standing.

Section 3. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

Section 4. Transfer of Membership. Membership of this Corporation is not transferable or assignable.



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ARTICLE THREE~MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at the principal office of the Corporation (or such other location as may be determined by the Board of Directors and set forth in the Notice of meeting) during the month of September in each year, for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

Section 2. Special Meetings. In accordance with the Articles of Incorporation, special meetings of the members, other than those regulated by statute, may be called at any time only by the Chair of the Board (if any), the President, the Board of Directors, or by the written request signed by members in good standing possessing at least 10% of all votes of all members of the Corporation otherwise entitled to be cast at a member meeting as if all members of the Corporation were present at such meeting. The purpose(s) of the special meetings shall be stated in the Notice of Meeting, and no other business other than that specified may be transacted at any such special meeting. The special meetings shall be held at the principal office of the Corporation (or such other location as may be set forth in the Notice of Meeting).

Section 3. Notice of Meetings. In accordance with Virginia Code Section 13.1-842, written or printed notice stating the place, day and hour of any meeting of members and, in the case of a special meeting, the purpose(s) for which is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President or the Secretary or the officers or persons calling the meeting, to each member in good standing of record entitled to vote at such meeting. Notice of members meeting to act on an Amendment to the Articles of Incorporation or a Plan of Merger, a proposed sale of all or substantially all of the assets of the Corporation or the Dissolution of the Corporation shall be given not less than twenty-five (25) nor more than sixty (60) days before the date of the meeting (with such notice being accompanied by a summary or a copy of the proposed Amendment, Plan of Merger or Agreement to Sell Assets). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid, addressed to the member at the member's address last appearing on the books of the Corporation or supplied by such member to the Corporation for the purposes of notice. In lieu of delivering notice as provided above, the Corporation may publish such notice in such newspapers at such times as permitted by Virginia corporate law

Section 4. Quorum. Those members in good standing present at a member meeting of members having in the aggregate of five percent (5%) of the votes entitled to be cast at such a meeting shall constitute a quorum for any action at all meetings of members, except as otherwise provided in the Articles of Incorporation. In accordance with Virginia Code

Section 13.1-849, if, however, such a quorum shall not be present at any meeting of the members, the majority of the voting members in good standing so present shall have the power to adjourn that meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present, at which time any business may be transacted which might have been transacted at the meeting originally called. Once a member is present at said meeting, he is deemed present for quorum purposes for the remainder of the meeting and for adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting.

Section 5. Voting. Each voting member in good standing shall be entitled to one vote on any matter submitted to a vote of the members, except as otherwise provided by law. Except to the extent a greater number is required by law, the Articles of Incorporation or these Bylaws, all member action shall be determined by vote of a majority of the votes cast at a meeting.



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Section 6. Voting by Mail. Where Directors are to be elected by members, such election may not be conducted by mail.

Section 7. Proxies. No member may vote by proxy.

Section 8. Fixing of Record Date. In accordance with Virginia Code Section 13.1-844, the Board of Directors may establish a future date as a record date in order to make a determination of members in good standing entitled to notice of or to vote at any meeting of members or any adjournment thereof, or for any other purpose. Such date in any case shall not be more than 70 days before the meeting or action requiring a determination of members. Notice of such established record date must be posted on all outside doors of the principle offices of the corporation for at least 7 days before it takes effect.

Section 9. Voting Lists. On the record date (section 8), the officer or agent having charge of the record of members of the Corporation shall make a complete list of the voting members in good standing, with the address of each, which list shall be subject to inspection by any member in good standing during normal business hours from close of business that day until the close of any meeting of members. The list shall also be produced at the meeting and shall be subject to inspection by any member in good standing at any time during the meeting. The original record of members shall be prima facie evidence as to who are members entitled to examine such list or records or to vote at any meetings of members (as applicable). Any disputes as to the voting list must be decided by the voting membership in good standing at the Annual or Special Meeting prior to voting.

Section 10. Election Rules. The method of election, voting hours and voting location must be set by the Board of Directors and included in the Annual or Special Meeting call. Any dispute over rules or election procedures will be settled by a vote of the voting members in good standing at the Annual or Special meeting prior to any other business. Disputes that

arise during voting will be resolved by a vote of the voting membership in good standing before any other business goes forward.

Section 11. Election Observers. All candidates or their representatives will be designated as elections observers and shall have access to all voting materials and procedures. If a secret ballot is used, all observers must be allowed to inspect the ballot box prior to voting and observe the vote counting afterward.

ARTICLE FOUR~BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The entire Board of Directors shall consist of nine (9) Directors. The Board of Directors shall be divided into three classes of membership as near equal in numbers as possible, with the term of office of one of the three classes expiring each year at the close of the member annual meeting, except as otherwise provided for filling vacancies. When the aggregate number of Directors is changed, any increase or decrease shall be so portioned among the classes so as to make all classes as near equal in number as may be possible. No decrease in the aggregate number of Directors shall shorten the term of any incumbent Director.

Directors shall be elected either by voting members in good standing (such Directors being referred to as "member-elected Directors"), or by the Board of Directors (such Directors being referred to as "director-elected Directors"). At each annual meeting voting members in good standing shall elect two Directors to fill the forthcoming vacancy for two of the three Directorships whose terms are expiring. Following such election, all Directors (including such two Directors most recently elected, but not those whose term ends at the close of the Annual Meeting) shall elect (by a majority vote) an additional third Director (a director-elected Director). Each Director shall serve for a term of three years and until her/his successor has been duly elected and qualified, unless she/he sooner dies, resigns or



is removed.

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Section 3. Annual Board of Directors Meetings. As soon after each annual meeting of members as practical, the Board of Directors shall hold its annual meeting at such place and time as determined from time to time for the purpose of the election or appointment of the third Director as provided above, and of the officers, and the transaction of such other business as may come before the meeting. The place and time of such meeting may be varied by written consent of all the Directors.

Section 4. Notice of All Board Meetings. Annual, Regular and Special Meetings of the Board of Directors may be called by the Chair of the Board, the President or by any two Directors, provided notice of the time and location of the meeting shall be given at least

four (4) days previously by written notice delivered personally or sent by mail, telegram, fax or e-mail to each Director at her/his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when prepaid and postmarked by the United States Postal Service. If notice is given by telegram, fax or e-mail, such notice shall be deemed to be delivered when transmitted. The business to be transacted at, and/or the purpose of, any annual, regular or special meeting of the Board of Directors need not be specified in the notice or waiver of such notice of such meetings.

Section 5. Presumption of Assent; Meeting by Telephone. In accordance with the Virginia Code Section 13.1-868, a Director who is present at a meeting of the Board of Directors (or a committee thereof) when corporate action is taken, is deemed to have assented to the action taken unless (a) he objects at the beginning of the meeting, or promptly upon his arrival, to holding the meeting or transacting specified business at the meeting; or (b) he votes against or abstains from the action taken. In accordance with Virginia Code Section 13.1-864, Directors will be deemed present at a Board meeting (or a meeting of a committee thereof) if the meeting is conducted using a conference telephone or similar communications equipment by means of which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Board Decisions. Each Director shall have one vote. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority of all the remaining members (without regard to the process of the selection of those remaining Directors) of the Board of Directors (though less than a quorum of the Board). A Director appointed to fill a vacancy shall serve until the close of the next member meeting at which Directors are elected, at which time the voting members shall fill any such member-elected Director vacancy, for the unexpired term of the original predecessor in office. At the first Board meeting after the Annual meeting the Board of Directors shall fill any such director-elected Directorship vacancy for the unexpired term of the original predecessor in office. A Director appointed to fill a vacancy in a Directorship that was previously occupied by a member-elected Director, shall have all of the powers bestowed



upon the predecessor Director, including the authority to elect additional Directors.

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Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any annual, regular or special meeting

of the Board. Directors are precluded from serving the Corporation in any other capacity and receiving compensation therefor where they are an agent of the Corporation. Directors may be unpaid Producers and have all of the rights of any other similarly qualified member.

Section 10. Action by Directors Without a Meeting. In accordance with Virginia Code Section 13.1-865, any action required or permitted to be taken in any meeting of the Board of Directors or at any committee thereof, may be taken without a meeting if one or more written consents, setting forth the action, is signed, either before or after such action, by all members of the Board of Directors or such committee thereof, as the case may be, and filed in the minutes of the proceedings of the Board of Directors or such committee. Any action taken pursuant to such written consent shall be effective when the last Director signs such consent, unless the consent specifies a different effective date and the consent states the actual date of execution by each Director. Any action so approved shall have the same effect as though taken at a meeting of the Directors or such committee.

Section 11. Removal of Directors. Pursuant to the Articles of Incorporation, any Director may be removed only by the affirmative vote of the members in good standing possessing more than fifty percent (50%) of all votes of all members otherwise entitled to be cast at a meeting called for that purpose, as if all members of the Corporation were present at such meeting, and only with good and just cause for such removal, provided that notice of such a purpose is specifically given in the notice of the meeting (whether a special or an annual meeting). Any such removal shall be without prejudice to the contract rights, if any, of such person removed.

Section 12. Resignation. In accordance with Virginia Code Section 13.1-859, any Director may resign her/his office at any time by delivering written notice to the Board of Directors, its Chair, the President or the Secretary, and such resignation is effective when the notice is delivered unless the notice specifies a later effective date. Any director failing to attend 3 consecutive meetings of the Board of Directors shall have thereby resigned.

Section 13. No Floor Nominations for Directors. No nominations from the floor of the members' meeting shall be permitted.

Section 14. Self-Nomination Procedures of Candidates for Member-Elected Director. A person may become nominated for the Office of Director by filing with the Secretary or the President of the Corporation a statement of candidacy. Such statement shall be filed no



later than 30 days before the meeting of members at which such election shall occur.

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ARTICLE FIVE~OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, a Secretary

and a Treasurer. A Chairman of the Board may be selected from among the Board, and such Vice President(s), and such other officers and assistant officers and agents may be elected or appointed by the Board of Directors as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except for the office of President and Secretary. The President shall be a Director.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for one year and until her/his successor has been duly elected and qualifies or until she/he sooner dies, resigns or is removed by the Board of Directors.

Section 3. Removal and Resignation. In accordance with Virginia Code Section 13.1-874, any officer elected or appointed by the Board of Directors may be removed either with or without cause at any time by the Board of Directors whenever in its absolute discretion, it considers the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer may resign at any time by giving written notice to that effect to the Corporation, to take effect when delivered or a later time specified in the notice.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors.

Section 6. Qualification of Officers; Bonds. An officer shall qualify for office by delivering to the Corporation the bond as may be required by this section. If no bond is required, an officer shall qualify by delivering to the Corporation a writing, signed by an officer, accepting the office. The Treasurer, Assistant Treasurer, and all other officers, agents, and employees of the Corporation who disburse funds of the Corporation in any manner, and any other officers, agents, and employees of the Corporation specifically designated by the Board of Directors, shall execute such fidelity bonds in favor of the Corporation in the penal sums as may be specified by the Board of Directors. Each such fidelity bond shall be executed by the officer, agent, or employee as principal and by a corporate surety company approved by the Board of Directors, provided, however, that blanket bonds may be employed in lieu of individual bonds, in the case of employees. All premiums for fidelity bonds required of officers, agents and employees shall be paid by the Corporation and such



premiums shall be a corporate expense.

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ARTICLE SIX~COMMITTEES

Section 1. Committees of Directors. In accordance with Virginia Code Section 13.1-869, the Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which may consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, but no further than can be lawfully delegated by the Board. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or her/him by law. The various provisions of Article 4 regarding meetings, notices, waiver of notices, quorums, voting and actions without meetings shall apply to committees as well.

Section 2. Other Committees. Other Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be properly designated from time to time by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed with or without cause at any time by the person or persons authorized to appoint such member whenever in their absolute discretion, they consider the best interests of the Corporation would be served by such removal.

ARTICLE SEVEN~CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer, officers, or agent of the Corporation 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 may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits and Investments. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. Any investment which is a legal investment for a city or county in the State of Virginia shall be permissible for the Corporation. Other prudent investments as determined by the Board of Directors shall also be permissible.

Section 4. Gifts The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.



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ARTICLE EIGHT~CERTIFICATES OF MEMBERSHIP

Certificates of Membership. The Board of Directors may provide for the issuance of certificates or cards evidencing membership in the Corporation, which certificates or cards may be in such form as may be determined by the Board. The name and address of any member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate or card is lost, mutilated, or destroyed, a new certificate or card may be issued therefor on such terms and conditions as the Board of Directors may determine.

ARTICLE NINE~BOOKS AND RECORDS

Section 1. Record Keeping. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the membership committee, if one exists, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

Section 2. Public Disclosure and Annual Audit. All books and records of the Corporation may be inspected in accordance with Virginia Code Section 13.1-932, et seq., by members or their agents or attorneys for a proper purpose at a reasonable time, at the members' expense. There shall also be an annual audit by an independent certified public accounting firm each year, and all records described in Article 7 (except personnel records, disciplinary matters, documents covered by attorney-client privilege and items judged confidential by a vote of all board members present less one at a duly constituted board meeting) shall be made available to the membership for at least one full business day each year in conjunction with the annual audit. The timing will be set by the Board of Directors.

Section 3. Public Documents. The corporation shall make available to all members in good standing, during normal business hours, in hard copy and electronic format, copies of the corporation's most recent membership list with addresses, the by-laws and the Articles of Incorporation to the members for a reasonable fee to be determined by the Board of



Directors.

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ARTICLE TEN~FISCAL YEAR

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the taxable year of the Corporation for federal income tax purposes, unless the Board of Directors specifically establishes a different fiscal year.

ARTICLE ELEVEN~MEMBERSHIP DUES

Section 1. Annual Dues. The Board of Directors shall determine from time to time by resolution, the amount of annual membership dues payable to the Corporation by

members, and shall give appropriate notice to the members.

Section 2. Term of Payment of Dues. Dues shall be payable in advance on the first day of the month in which his or her yearly anniversary date of membership occurs in each year. The corporation must keep a receipt signed and dated by a staff member for each member of the corporation and the receipts shall be subject to inspection by any member in good standing during normal business hours. The receipts shall also be produced at any Annual or Special meeting and shall be subject to inspection by any member in good standing at any time during the meeting.

Section 3. Default and Termination of Membership. When any member has not paid full dues on the due date thereof, he shall no longer be considered in good standing. Only voting members in good standing may vote at, and are given notice of, membership meetings.

ARTICLE TWELVE~SEAL

The Board of Directors may provide a corporate seal which shall contain the word "Fairfax Cable Access Corporation" and the year of Incorporation. Until the Board of Directors shall so provide a seal, the Corporation shall be a Corporation without a seal.

ARTICLE THIRTEEN~ROBERT'S RULES OF ORDER

To the extent not inconsistent with the Articles of Incorporation, these Bylaws, or other law, all meetings of the Board of Directors, and/or the members of the Corporation shall be conducted in adherence to the procedures established in Robert's Rules of Order (newly revised); provided, however, that such Robert's Rules of Order shall not apply to other operations of the Corporation and the President of the Corporation may vote on any and all matters properly coming before the meeting of the members, Board, or Committee, as the case may be.

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ARTICLE FOURTEEN~DISSOLUTION

The Corporation may be dissolved in accordance with Virginia Code Section 13.1-902, et seq., and its assets shall be applied and distributed in accordance with Virginia law and pursuant to the applicable provisions of the Articles of Incorporation.

ARTICLE FIFTEEN~AMENDMENT OF BYLAWS

Section 1. Manner of Amending. Except as otherwise provided by law or the Articles of Incorporation, upon the day after the effective date of the Virginia State Corporation Commission's approval of the 1997 Restated Articles of Incorporation and thereafter, these Bylaws may only be altered, amended, or repealed, and new Bylaws may be adopted by a 2/3 majority of voting members in good standing present at the annual meeting or a special

meeting. Action may only be taken if at least twenty-five (25) days prior written notice is given to all voting members in good standing of the intention to alter, amend, or repeal or to adopt new Bylaws at such meeting with such notice being accompanied by the proposed amendments.

Section 2. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Articles of Incorporation, these Bylaws and Virginia law, Virginia law shall control.