

AMENDED BYLAWS

COALITION FOR QUALITY CHILDREN'S VIDEO

May 4, 1994

ARTICLE I

NAME

The name of this corporation shall be the Coalition for Quality Children's Video, hereinafter referred to as "The Coalition."

ARTICLE II

PURPOSE

The purposes for which The Coalition has been formed are as follows:

- 1) To increase the exposure, production and accessibility of quality children's videos.
- 2) To promote and encourage in the community-at-large an active interest in quality children's videos, and their educational value.
- 3) To pursue the above charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder for not-for-profit organizations, as may be in effect from time to time.

ARTICLE III

OFFICES

The Coalition shall maintain a registered office and a registered agent at such office in the State of New Mexico, and may have other offices within or without the state.

ARTICLE IV

MEMBERSHIP

The Coalition shall have various classes of membership, the number and types of which can be changed from time to time to suit the needs of the organization. The designations of such

suit the needs of the organization. The designations of such classes, the qualifications of the members of such classes and the annual membership fees for each class shall be determined by the Board of Trustees with any changes to be approved by the Board of Trustees at the Annual Meeting.

General Qualification: Membership shall consist of those persons who have contributed not less than twenty-five dollars annually, with no proration allowed. Dues for each class of members other than individuals will be determined by the Board of Trustees.

Classes: Initially, the classes of membership in The Coalition shall be as follows:

- 1) Charter Member
- 2) Benefactor
- 3) Patron
- 4) Sponsor
- 5) Friend
- 6) Individual/Family

Voting Rights: All members, except those enrolled under the family membership who are in good standing as of 15 days prior to the annual meeting of the membership shall be entitled to one vote at the Annual Meeting.

Termination of Membership: Membership in The Coalition is terminated when a person fails to renew on the annual anniversary date of membership.

Transfer of Membership: Membership in The Coalition is not transferable.

Meetings: Members of any class can attend any membership meetings, but only those designated with voting rights may vote.

- 1) General Meetings: At any time it deems that there is need for a general meeting of the membership, the Board of Trustees may call for such a meeting. A notice of the general purpose, date, time and place of a general meeting shall be mailed to the voting membership at least 15 days prior to the meeting.
- 2) Quorum: All meetings of the membership shall require a quorum of the voting membership. A quorum will exist if one-third of the voting membership is present in person. No voting can be done by proxy. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

- 3) Meetings: There shall be an Annual Meeting of the membership to be set by the Board of Trustees to coincide with and follow, when possible, the Annual Meeting of the Board of Trustees.

ARTICLE V-A

BOARD OF TRUSTEES

The Board of Trustees has the general power and obligation to manage the affairs, funds, and property of The Coalition. In fulfillment of its corporate purpose, the board must carry out the fundamental purposes of The Coalition as expressed in the Articles of Incorporation and in Article II of the By Laws, and it shall not amend or change those purposes.

Special Duties: The Board of Trustees shall, from time to time determine any special duties that should be assigned to the board as a whole or to individual members. In the course of its business it shall:

- 1) Appoint an Executive Director who shall be responsible to the board for the artistic, administrative, and business management of The Coalition. A contract with the Executive Director will be negotiated by the President or a designated officer.
- 2) The Board of Trustees or President may further delegate authority to committees or individual trustees as it or he/she deems necessary to carry out the purposes and business of The Coalition, but with the full knowledge of both the Board and the Executive Director.

Number: The number of trustees shall be no fewer than five and no more than twenty-five. If a change is made in the limits, no trustee's term may be shortened by a reduction in the size of the board.

Election: Trustees shall be elected, normally, at the Annual Meeting of The Coalition by a majority vote of the trustees then serving in office. This election and that of officers shall take place at a Board of Trustees meeting prior to the general Annual Meeting of the membership. Candidates for board membership shall be nominated for office by a nominating committee, appointed by the President as described in Article VII.

Term of Office: Trustees shall be elected to office for a term of two years, or until successors are duly elected, except in the case of a trustee's earlier death, resignation, or removal from office. A trustee may serve for up to three consecutive terms of office.

Annual Meeting: There shall be an Annual meeting of the Board of Trustees, primarily to elect officers and Trustees for which the date, time, and place shall be set by the Board of Trustees at least sixty (60) days in advance of the meeting. When possible, it should coincide with the Annual Meeting of the membership and a meeting of the National Board of Trustees.

Regular Meetings: The Board of Trustees shall meet at least two times a year, but may meet more frequently as the business of The Coalition demands.

Special Meetings: Special meetings of the Board of Trustees may be called by the President or at the request of any two trustees, who shall notify the President in writing of such a request.

Notice: Except in the case of the Annual Meeting, written notice of any meeting of the Board of Trustees shall be mailed not less than 15 days prior to the date of the meeting and shall include the date, time, place and an agenda or purpose of meeting.

Quorum: A majority of the trustees then serving in office shall constitute a quorum for all meetings of the Board of Trustees. In the absence of a quorum, a majority of the trustees present may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called. Voluntary withdrawal of trustees from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Voting: At any meeting of the trustees, every voting trustee present in person at such meeting shall be entitled to one vote and, except as otherwise stated, the act of a majority of the trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees.

Resignation and Removal of Trustees: Any trustee may resign by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall be necessary to make it effective. Any trustee may be removed, with cause, by a majority vote of all trustees then serving in office.

Vacancies: Vacancies on the Board, however arising, shall be filled by a majority vote of all trustees then serving in office at any meeting of the Board of Trustees. Candidates for such vacancies shall be recommended by the Nominating Committee and such names shall be submitted to the Board of Trustees prior to the meeting by inclusion in the notice of the meeting at which the election is proposed. A trustee elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of trustees may be filled for a term of office continuing only until the next election of trustees.

Compensation: Trustees shall not receive any stated compensation for their services as trustees, but by resolution of the Board of Trustees can receive compensation for expenses relating to attendance at a Board of Trustees meeting. Nothing herein contained shall be construed to preclude any trustee from serving The Coalition in any other capacity and receiving reasonable compensation therefore. The Board of Trustees may combine the office of President with that of Executive Director if the board deems that action as serving the interest of The Coalition. A contract defining the duties, term and compensation of the new position of the President pursuant to such an action by the Board of Trustees shall be in accord with all other Articles of the By Laws.

ARTICLE V-B

HONORARY AND NATIONAL DIRECTORS

Honorary Directors: The Board of Trustees may elect persons as Honorary Directors, who in the opinion of the Board, have served The Coalition in a distinguished manner. Their election shall be a lifetime honor. Honorary Directors shall have no voting rights and shall not be counted in determining the number of Directors for any purposes contained in these By Laws. Honorary Directors shall be notified of all general meetings of The Coalition and shall be invited to attend.

National Board of Directors: The Board of Trustees shall organize a National Board of Directors to be selected from qualified professionals and executives from the disciplines, organizations, and corporations whose activities relate to the purpose of The Coalition. The number, terms qualifications, and duties of members of the National Board of Directors shall be determined by the Board of Trustees.

- 1) Board of Trustee Membership: Two members of the National Board of Directors shall be recommended by its members to serve as full voting members of the Board of Trustees, and two additional members shall be recommended to serve as Alternates to serve in place of those National Directors who, from time to time, cannot attend meetings of the Board of Trustees or fulfill their other responsibilities. Those persons recommended for membership on the Board of Trustees and their Alternates shall be approved by the Board of Trustees. The National Directors and/or their Alternates shall provide the avenue of communication between the two Boards and shall co-chair any meetings of the National Board of Directors that may be held.
 - a) Voting Rights: The National Directors or their Alternates shall have all the rights of a full voting member of the Board of

Trustees and shall be the persons to represent the interests and wishes of the National Board of Directors. All other members of the National Board of Directors shall not have voting rights in actions of the Board of Trustees and shall not be counted in determining the number of Directors for any purposes contained in these By Laws.

- b) Meetings: The National Board of Directors shall have the right to call general meetings of the National Board to discuss issues of importance. Notice of such meetings shall be mailed by the office of The Coalition and shall include mailings to Officers and Trustees of The Coalition who may attend such meetings. The National Board of Directors shall have an Annual Meeting that will coincide with the date, time and place of the Annual Meeting of the Board of Trustees.
- 2) Resignation and Removal of National Directors: Any National Director may resign by giving written notice to the President or Secretary of the Board of Trustees. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation by the Board of Trustees shall be necessary to make it effective. Any National Director may be removed, with or without cause, by a majority vote of the Board of Trustees then serving in office. All members of the National Board of Directors shall be notified of any changes in its membership.

ARTICLE VI

OFFICERS

The principal officers of The Coalition shall be a President, a Vice-President, a Treasurer, and a Secretary. The Board of Trustees at any meeting may elect additional officers and engage agents as necessary.

Election: The officers of The Coalition shall normally be elected at the annual meeting of the Board of Trustees. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Each officer shall hold office until a successor shall have been duly elected. If an officer dies, resigns or is removed from office, the effective date of office terminates upon the date of notice to or given by the Board of Trustees.

Term: An officer, normally, shall be elected for one year terms but can serve for up to three consecutive terms. The only exception to the term of office shall occur when the office of

President is combined with the Executive Director whereupon the term of office will be determined by contract.

Removal: Any officer may be removed, with or without cause, at any time at any Board of Trustees meeting at which a quorum is present by a vote of two-thirds of the directors then serving in office.

President: The President shall be the principal executive officer of The Coalition and shall be in charge of the affairs of The Coalition, subject to the direction and control of the Board of Trustees. The President shall preside at all meetings of the board and generally perform all acts incident to the office of President, and shall have such additional powers and duties as may from time to time be assigned by the Board. Unless otherwise provided for in these By Laws, the President shall be an ex-officio voting member of each committee of the board. The President may execute for The Coalition any contracts, deeds, mortgages, bonds or other instruments which the Board of Trustees has authorized to be executed, solely, or when required, with other officers.

Vice President: The Vice President shall assist the President in the discharge of the duties of office or as the President may direct. He/She shall perform duties that may be assigned by the President or by the Board of Trustees in the event of the President's inability or refusal to act.

Treasurer: The Treasurer shall act under the supervision of the Board of Trustees and serves as the chief financial officer of The Coalition. The Treasurer shall keep and maintain, or cause to be kept or maintained, adequate and correct accounts of the properties and financial transactions of The Coalition. The accounts of The Coalition shall be at all times available to the Board of Trustees for inspection. The Treasurer shall deposit or cause to be deposited all monies and other valuable effects of The Coalition in the name of and to the credit of The Coalition in such financial institutions as may be designated by the Board of Trustees. The Treasurer shall disburse, or cause to be disbursed, the funds of The Coalition based upon proper documentation for such disbursements. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such duties as may from time to time be assigned by the President or the board. The Board of Trustees may designate any employee of The Coalition to perform certain functions noted above under the supervision of the Treasurer.

Secretary: The Secretary shall record the proceedings of meetings of the members and the Board of Trustees and shall see that such minutes of meetings as recorded shall be distributed promptly to all members of The Coalition and the Board of Trustees. By resolution, the Board of Trustees can authorize that an abbreviated form of the minutes of meetings of the Board of Trustees be distributed to the members as a special mailing or as part of a publication of The Coalition. The Secretary shall see that all notices are duly given as required by these By Laws. The Secretary shall keep, or cause to be kept, at the principal office of The Coalition in New Mexico, books, records and papers of The Coalition relating to its organization as a corporation and shall see that all reports, statements, and other documents required by law are properly kept

and filed with the organizations of demand, except to the extent that the same or other documents are to be kept or filed by the Treasurer. The Secretary shall keep a register of the post office addresses of all members and directors of the board which shall be furnished by such members. In general, the Secretary shall perform all the duties incident to the office of Secretary and such other duties as may be assigned, from time to time, by the President or the board.

ARTICLE VII

COMMITTEES

The Board of Trustees or the President upon the approval of the board, may form a committee to perform some function on behalf of the board, or more broadly, on behalf of The Coalition. Any committee other than a Standing Committee can be abolished by a majority vote of the Board of Trustees. Other than Standing Committees, committees expected to have a life of less than a year are to be designed as Ad Hoc Committees, and those of more than a year would be considered regular committees.

Membership: Each committee shall consist of at least three members, at least two of whom shall be members of the Board of Trustees. The chairman of each committee shall be appointed by the President. Membership of committees shall be approved by the Board of Trustees.

Any committee may include as full voting members of the committee, such persons who are not members of the Board of Trustees who bring special talents or expertise to the committee's deliberations.

Powers: Each committee shall have the power to make decisions or recommendations to the extent delegated by the board, but in all cases, decisions and/or recommendations of committees must be approved by the Board of Trustees. Each committee shall keep minutes of proceedings and report these to the Board of Trustees. The President, and when necessary, the Vice President, shall be an ex-officio member of each committee and shall be notified of committee meetings.

Standing Committees: The following standing committees shall be permanently established by the Board of Trustees and can be abolished only by amending the By Laws:

- 1) Executive Committee: The Executive Committee shall consist of the officers of the Board of Trustees. The President shall chair the executive committee. The Executive Director shall be present at all such meetings and any director who wishes to attend shall make a request to do so to the President. The presence of a majority of the Executive Committee members shall constitute a quorum, and the act of a majority of the members present at a meeting shall be the act of the committee. The

chair shall have the Secretary prepare minutes of meetings and in the absence of the Secretary shall appoint a member to keep minutes. Full and fair records of proceedings of the Executive Committee shall be kept and shall be distributed to all members of the Board of Trustees. The Executive Committee has the power to act on behalf of the Board of Trustees in the interim between meetings of the Board of Trustees except in the case of elections and the removal of members and officers. However, all actions of the Executive Committee shall be reported to the Board at its next meeting or in the case of emergency actions, reported by mail or fax, or telephone immediately following the action. In all cases, actions of the committee shall be subject to final approval by the Board of Trustees.

- 2) Nominating Committee: The Nominating Committee shall regularly review the needs of the corporation in regard to membership on the board and shall maintain files on candidates. The committee shall propose a slate of nominees for election as directors at each annual meeting of the Board of Trustees or at any other meeting of the board at which directors will be elected. The Nominating Committee shall propose a slate of officers of the corporation for election at the annual meeting of the board. The Nominating Committee shall nominate Trustees and/or Officers to fill vacancies in accordance with these By Laws.
- 3) Finance Committee: The Finance Committee shall work with the staff of The Coalition in preparation of an annual budget and the financial aspects of any long-range plan. It shall review the finances of The Coalition on a regular basis, provide financial projections, and make recommendations to the Board of Trustees. The Treasurer shall serve as chairman of the committee.
- 4) Fund Development Committee: This committee shall be in charge of developing a plan of action for fund raising with the staff, and shall be charged with recommending a fund raising plan, goals, and reasonable fund-raising expectations as part of the annual budget. The Fund Development Committee shall assist the staff in implementing the plan for the acquisition of all contributed income necessary to ensure the financial stability of The Coalition and to carry out its purposes.
- 5) Strategic Planning Committee: This committee shall be concerned with the matters involved with the future development of programs, the directions that need to be taken to fulfill the purposes of The Coalition, and the systems and structures of the organization that will implement the

the directors then serving in office. Any proposal to amend these By Laws shall be included in the notice of the meeting at which the changes are proposed.

ARTICLE XII

RULES OF ORDER

All meetings of the Board of Trustees and members of The Coalition will be conducted in accordance with the general recommendations of Roberts Rules of Order.

Adopted: _____

President

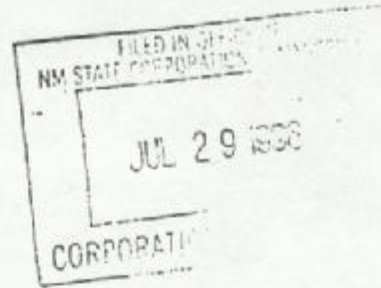
and

Secretary

[children-video.bylaws]:nmk

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#155-10029



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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 53-8-37 NMSA 1978 of the Nonprofit Corporation Act the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE: The name of the corporation is Coalition for Quality Children's Video

ARTICLE TWO: The following amendment to the Articles of Incorporation was adopted by the corporation on 9/20/95, in the manner prescribed by the New Mexico Nonprofit Corporation Act:

The name of the organization shall change. The new name is Coalition for Quality Children's Media.

ARTICLE THREE: (Mark ("X") the appropriate action taken):

A quorum of the members entitled to vote was present and the amendment received at least two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast;

The amendment was adopted by a consent in writing signed by all members entitled to vote thereto;

No members are entitled to vote thereon, therefore, the vote of a majority of the board of directors in office voted for adoption of said amendment.

Dated 7/25/96

Coalition for Quality Children's Media
(Name of Corporation)

By Randy Low Its President
and Doug Dillingham Its Secretary

(See cover page for authorized signatures)

DNP-AM
(REV. 3/95)

STATE OF NEW MEXICO



OFFICE OF

THE STATE CORPORATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

COALITION FOR QUALITY CHILDREN'S MEDIA

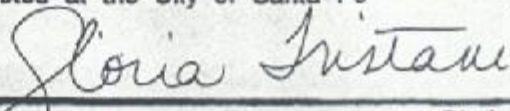
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The State Corporation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the
NONPROFIT CORPORATION ACT
(53-8-1 to 53-8-99 NMSA 1978)
have been received by it and are found to conform to law.


Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: JULY 29, 1996

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



Chairman



Director

