

**AMENDED AND RESTATED
BYLAWS
OF
THE SOUTHWESTERN OAKLAND CABLE COMMISSION
OF THE CITIES OF
FARMINGTON, NOVI AND FARMINGTON HILLS**

ARTICLE I

Name and Official Office

Section 1. Name. The official name of this public body is the Southwestern Oakland Cable Commission (herein referred to as "SWOCC"). SWOCC has been established by the cities of Farmington, Novi and Farmington Hills, all Michigan Municipal Corporations, for the purpose of administering cable television franchises granted by the three Municipal Corporations to any and all cable companies. The operation of SWOCC is governed by that Amended and Restated Agreement for Multi-Jurisdictional Administration of a Cable Television Franchise approved by the three Municipal Corporations in 2011.

Section 2. Official Office. SWOCC's official office is located at 33300 Nine Mile Road, Farmington, Michigan. This office may be changed from time to time by the Commission as deemed necessary.

Section 3. Other Offices. SWOCC may establish additional offices as it deems necessary, or as required by the operation of SWOCC from time to time.

ARTICLE II

Purpose and Responsibilities

Section 1. Purpose. The purpose of SWOCC hereby established is to foster cooperation among the Municipal Corporations who are members of SWOCC to jointly negotiate and administer cable franchise agreements and other agreements or contracts pertaining to cable service to receive the greatest benefit to the Municipal Corporations and their residents. SWOCC may also work on behalf of the Municipal Corporations to provide access production and programming.

Section 2. Powers and Responsibilities. SWOCC's powers and responsibilities are set forth in the Multi-Jurisdictional Agreement, as amended. These powers and responsibilities shall be exercised to effectuate an efficient and effective cable system on behalf of the three Municipal Corporations, and to maintain a proper liaison with any cable franchisees.

Section 3. Performance Reviews. SWOCC shall review the performance of any Cable Operators granted franchises by the Municipal Corporations. SWOCC has the authority to review and develop recommendations regarding the operator's compliance with the 2000

Franchise Agreement and franchise ordinance between the Cable Operator and each Municipal Corporation.

ARTICLE III

Membership of SWOCC

Section 1. Membership. SWOCC shall consist of two members of each of the Municipal Corporations, as set forth in detail in the Multi-Jurisdictional Agreement, as amended. Each Commissioner shall have an alternate who has been appointed by their respective City Council. Said alternate may vote in the respective Commissioner's absence.

Section 2. Replacement and Vacancies. Replacement Commissioners shall be appointed in the same manner as original appointments.

Section 3. Conflict of Interest. Any Commissioner who has a direct interest in any matter before SWOCC shall disclose his/her interest prior to SWOCC's consideration of the matter, which disclosure shall become a part of the official record of SWOCC's proceedings. Said Commissioner shall abstain from all discussion, consideration or action relating to said matter, and shall remove him-/herself from the dais during all activity related to such matter.

ARTICLE IV

Officers and Staff

Section 1. Officers. SWOCC shall designate a Chairperson Vice-Chairperson, Secretary and Fiscal Officer.

Section 2. Chairperson. The Chairperson shall be Chief Executive Officer of SWOCC and shall preside at all SWOCC meetings. The Chairperson shall execute all contracts and obligations, along with one other Commissioner or the Executive Director.

Section 3. Vice-Chairperson. The Vice-Chairperson shall serve in the absence of the Chairperson.

Section 4. Secretary. The Secretary shall be designated by SWOCC and shall record and maintain the minutes and other public records of SWOCC. The Secretary need not be a member of the SWOCC and shall serve at the pleasure SWOCC.

Section 5. Fiscal Officer. The Fiscal Officer shall be designated by SWOCC and shall design a system of accounting to include all fiscal procedures and maintain financial records. The Fiscal Officer need not be a member of SWOCC and shall serve at the pleasure of SWOCC. The Fiscal Officer shall perform the following functions in accordance with generally accepted practices:

A. Keeping all monies received pursuant to the Multi-Jurisdictional Agreement in a manner provided by law in a segregated and separate bank account.

B. Keeping of records showing the amount of all fees paid by any Cable Operator(s), together with all increments, additions and investment interest earned thereon.

C. Investing of fees received from any Cable Operator to the extent practical. All monies received and the interest earned thereon shall be reinvested. The investments as made by the Fiscal Officer shall be subject to approval of SWOCC and as limited by SWOCC.

D. Issuing a monthly financial report to SWOCC, in accordance with the financial reporting requirements of that Municipal Corporation unit which has been appointed by SWOCC to handle the financial matters of SWOCC. The expenses of financial administration shall be part of the cost of SWOCC.

Section 6. Election of Officers. The Chairperson and Vice-Chairperson shall be elected at the annual meeting of SWOCC from among the members of SWOCC and shall hold office for one year, or until successors are elected.

Section 7. Vacancies. Should the offices of Chairperson or Vice-Chairperson become vacant, SWOCC shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office. In the event that neither the Chairperson nor the Vice-Chairperson are present at a duly scheduled meeting, then the Commissioners present may select a temporary Chairperson to preside over the business of said meeting.

Section 8. Employment of Staff and Assignments of Responsibilities. SWOCC shall employ such staff, contract with such individual or entities, and assign to any member such duties and responsibilities as it deems necessary and appropriate with regard to the financing and general administration of SWOCC, human resources services, operations and facilities management, and regulatory and community relations. SWOCC may, in its discretion, specifically employ an operations manager to conduct day-to-day operations and may assign to member communities certain responsibilities to implement the decisions of SWOCC, to oversee any franchises, and to provide leadership in the production of access programming.

ARTICLE V

Meeting and Voting Procedure

Section 1. Meetings. SWOCC meetings shall be scheduled at least quarterly. SWOCC shall report to each of the Municipal Corporations not less often than annually.

Section 2. Annual Meeting. The annual meeting of SWOCC shall take place at the first meeting of each calendar year.

Section 3. Notice. Notice of any meeting of SWOCC, including public hearings, shall be given in accordance with the Open Meetings Act (“OMA”) 1976 PA 267.

Section 4. Quorum. A quorum shall be established if a majority of members of SWOCC then in office are present for the transaction of the business matters for that meeting. An alternate may be included in establishing a quorum only if the Commissioner is not present.

Section 5. Special Meetings and Notice. The Chairperson or acting Chairperson may call for a special meeting. Written notice shall be posted as well as sent or delivered to other Commissioners at least 18 hours prior to any special meeting. Such notice must specify: subject, location, date and time.

Section 6. Public Hearings. SWOCC shall conduct public hearings as necessary under the Cable Franchise and Cable Ordinances. SWOCC shall give notice to the public of its proposed budget prior to its adoption each year.

Section 7. Voting Procedure. Each of the Commissioners, or their alternates, shall have one vote for each matter before SWOCC. Votes shall be cast by the Commissioner who is present, or in his absence, the alternate who is present. No vote by proxy or in absentia shall be allowed. If a quorum is present, then a motion or resolution shall be approved by a simple majority.

Section 9. Robert's Rules. Unless otherwise specified in these bylaws, the conduct of SWOCC meetings shall be in accordance with Robert's Rules of Order.

ARTICLE VI

Committees

Section I. Purpose. Advisory or Support Committees may be created by and members appointed by resolution of SWOCC to make recommendations resulting from new telecommunications technology, or study such other matters as SWOCC may feel appropriate. Each such advisory committee created pursuant to this section shall adopt bylaws governing its membership and purpose, which shall be subject to the approval of SWOCC. Such advisory committees may be disbanded by SWOCC upon a finding that the purpose for such committee no longer exists.

Section 2. Public Access Promotion Committee. SWOCC shall create a Public Access Promotion Committee. The purpose of the Public Access Promotion Committee is to promote public access within the Municipal Corporations on issues related to public access. The Access Promotion Group shall be comprised of two members from each Municipal Corporation, plus (1) additional for each 22,000 persons above the first 22,000 within each corporate limit as determined by the most recent federal census.

Appointments to the Access Promotion Committee shall be made by the governing body of each respective Municipal Corporation. Each Committee Member shall be entitled to one vote on each item considered. Robert's Rules of Order shall be used in conducting meetings. SWOCC shall establish bylaws for the Committee, which shall set forth its specific purpose as an advisory group.

ARTICLE VII

Records

Section 1. Commission Records. SWOCC maintains the CATV underlying documentation for SWOCC at its official office.

Section 2. Meeting Minutes. Written records shall be kept of all public meetings and be made available to the public as set forth in the Freedom of Information Act (“FOIA”) 1976 PA 442. Copies of draft minutes of SWOCC meetings shall be made available to the public upon written request. Such draft minutes shall be available to the public according to the time frame set forth under the Open Meetings Act, and shall be clearly marked with the word “Draft” on each page constituting the minutes.

ARTICLE VIII

AMENDMENTS

These Bylaws may be altered, amended or repealed by majority vote of the Commissioners then in office, at any regular or special meeting called for that purpose.

Certification of Adoption

I hereby certify that the above Amended and Restated Bylaws were adopted on the ____ day of September, 2011, to be effective following and upon adoption of the Amended and Restated Agreement for Multi-Jurisdictional Administration of a Cable Television Franchise.

Jerry Ellis, Chairperson