

FINAL

By-laws of Northbridge Community Television, Inc.

Article 1

Name, Purposes, Powers and Related Matters

The name of Northbridge Community Television, Inc. (hereinafter in these By-laws referred to as the "Corporation"), the location of its principal office and its purposes shall be as set forth in the Articles of Organization and these By-laws, and the Corporation shall be exclusively charitable, scientific, or educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 (the "Code"), as amended from time to time, and shall, as its primary activity, provide non-commercial public, government, and educational cable access and related technology services to the residents, schools, businesses and other institutions of Northbridge.

The powers of the Corporation and of its Directors, Officers, Committees and Members, and all matters concerning the conduct and regulation of the affairs of the Corporation and the manner in which and the officers and agents by whom its purposes may be accomplished shall be governed by such provisions in regard thereto, if any, as are set forth in the Articles of Organization and these By-laws.

All references in these By-laws to the Articles of Organization shall be constructed to mean the Articles of Organization as from time to time amended.

Article 2

The Members

1. Eligibility

All residents of the Town of Northbridge and organizations based in the Town are eligible for membership in the Corporation.

2. Qualification for Voting Membership

Voting membership in the Corporation is open to individuals residing in Northbridge or in the case of an organization based in Northbridge, such organization may be an Organizational Member and have one vote, which vote may be cast by a duly appointed representative of said member organization and, to vote, such residents or organization based in Northbridge must demonstrate their interest in the affairs of the Corporation by:

- a. Completing and returning to the Corporation an Access Membership Enrollment Form;
- b. Paying the prescribed membership dues, if any, by category, as they may from time to time be established by the Board of Directors; and
- c. Having been Members of the Corporation for at least sixty (60) days prior to any meeting of members.

3. Annual Meeting of Members

The Annual Meeting of Members shall be held in Northbridge, at such place as the Board of Directors agree, on the third Thursday of September of each year for the purpose of electing Directors and transacting such other business as may properly come before the meeting. The time and place of the Annual Meeting shall be determined by the Corporation's Board of Directors and Members shall be notified of each meeting as provided herein.

4. Special Meeting of Members and/or Directors

Special Meetings of Members and/or Directors shall be called by the President upon request of the Board of Directors or upon written request therefore submitted to the Corporation by not less than one-tenth of all members entitled to vote at such a meeting.

5. Notice of Meetings

A written notice of every annual or special meeting of the Corporation, stating the place, date, hour, and purpose shall be given not less than seven (7) nor more than thirty (30) days before the date of the meeting to each Member entitled to vote at such meeting at his or her address as it appears upon the records of the Corporation. Notice shall be displayed several times, in varying day parts, on the cable television channel managed by the Corporation during the notice period described above.

6. Quorum of Members

a. A majority of the voting Members present at a duly noticed meeting, but not less than five, shall constitute a quorum at any annual or special meeting of Members. Members may vote at such meeting in person. If a quorum shall fail to attend, a majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present in person. At such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally notified. (See Article 3, Section 8 re Quorum of Directors)

b. In the event that there are fewer than 15 Members, the Board of Directors shall retain the power to vote on any matter which would otherwise be reserved for the vote of a quorum of Members.

7. Procedure for Voting

Members shall be entitled to vote on matters submitted to the Members for approval at meetings of the Members, including the election of future Boards of Directors following appointment of the initial Board of Directors by the Issuing Authority (Selectmen) and with respect only to Directors not otherwise subject to appointment; and subject to the Board of Directors having the authority to vote on all corporate matters. In the case of a conflict between a vote of the Members and Directors, a vote of a majority of the Directors shall prevail. Those eligible to vote on a question may vote in person.

A Director may be a Member if he or she otherwise meets the criteria for membership.

8. Members' Dues

The Board of Directors may, from time to time, adopt a schedule of annual dues. Dues shall be maintained at a level reasonably intended to cover the direct costs of: maintaining the membership rolls; providing for participation by the membership in the governance of the Corporation; and communicating the Corporation's activities to the membership including the use of printed materials such as a newsletter or a program guide.

Article 3

Board of Directors

1. Powers

The Board of Directors shall have and may exercise all of the powers of the Corporation to the extent permitted by the General Laws, the Articles of Organization and these By-Laws.

2. Tenure and Qualifications

The Board of Directors shall have five (5) Directors. For initial formation of the Corporation, the Board of Directors shall consist of five (5) Directors who shall be appointed as follows: three (3) initial Directors shall be appointed by the Board of Selectmen; one (1) initial Director shall be appointed by the School Committee and one (1) by the Cable Advisory Committee. Directors shall ultimately serve three-year terms, however, to implement staggered terms, of the foregoing initial Directors, one of the Directors appointed by the Selectmen shall serve a one-year initial term; one shall serve a two-year initial term; and one shall serve a three-year initial term. The School Committee's initial appointee shall serve a three-year initial term. The Cable Advisory Committee's initial appointee shall serve a two-year initial term. Subsequent terms for all of the foregoing Directors shall be for three (3) years. All Successor Directors, subsequent to the initial Directors, shall be appointed or elected following the expiration of initial terms as follows: The Board of Selectmen will in its discretion appoint one successor Director to the position held by the Selectmen-appointed Director serving the three-year initial terms. The School Committee will in its discretion appoint a successor Director to the School Committee-appointed Director.

Successors to the other initial Directors shall be elected, in accordance with these by-laws, by the Corporation's membership. Each Director shall hold office until his or her successor is elected or appointed unless removed prior thereto in accordance with law and these By-Laws. Any Director appointed by the Board of Selectmen or by the School Committee may be removed without cause by the Board of Selectmen or School Committee, respectively, and a replacement Director shall be appointed by said Board or School Committee for the unexpired balance of the removed Director's term. Elected successor Directors shall only be removed in accordance with these by-laws.

3. Nomination and Election Process for Directors

Successor Directors to be elected shall be selected in the following manner: no later than thirty (30) days prior to the annual meeting of the Corporation, a Nominating Committee of the Board of Directors shall notify the Members of the Corporation of upcoming elections and shall request suggested nominees. The Nominating Committee shall be charged with the responsibility of compiling a slate of candidates from these submissions for election to the Board.

In addition to the candidates selected by the Nominating Committee, any Member may become a candidate for election to the Board of Directors by presenting the Nominating Committee with a petition for special nomination signed by at least one-tenth of the eligible voting Members of the Corporation no later than fourteen (14) days prior to the date of the annual or special meeting at which the election is to occur. Such candidates will be added to the Nominating Committee Slate for positions on the Board of Directors. Signatures for purposes of this Section shall be deemed valid unless challenged prior to or as of the date of the election. Said elections shall be for the three (3) successor Directors not appointed by the Board of Selectmen and the School Committee.

4. Removal of Directors, Vacancies

Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without reasonable excuse may be removed from the Board of Directors by a majority vote of those Directors present and voting at a regular or special meeting of the Board of Directors. Elected Directors may also be removed for cause by a vote of three fifths (3/5) of Members voting at a duly noticed meeting having a quorum of Members present. Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing with statement of cause by mail, of the meeting of the Board of Directors, or meeting of Members, as applicable, at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors, or meeting of members, whichever is applicable, at such meeting prior to such vote for removal taking place.

Any vacancy on the Board of Directors shall be filled by the Board of Directors until the next scheduled election, except that appointed Directors shall be replaced by the appointing authority. Such a replacement Director shall serve until the end of the unexpired term of the person whose absence caused the vacancy to exist. Further, for removal of appointed Directors, see Art. 3, section 2 above.

5. Disqualification

No member of the Corporation's staff or applicant for a position with the Corporation shall serve as a member of the Board of Directors. No immediate family member of the Corporation's staff shall serve as a member of the Board of Directors nor shall any immediate family of a member of the Board of Directors be an employee of the Corporation. For purposes of these By-laws, the term "immediate family member" shall have the same meaning as employed by the Commonwealth's conflict of interest statutes, G.L. c.268A, §19, and cases decided thereunder.

6. Schedule of Meetings

The Board of Directors shall hold at least three (3) regular Directors meetings during each fiscal year of the Corporation.

The Board of Directors may hold special Directors meetings whenever requested by the President or two fifths (2/5) or more of the Directors.

The Clerk shall cause written notice of the regular and any special Directors meetings to be mailed or delivered to each Director at least five (5) days before the date of the meeting, unless all of the Directors attend or sign a written waiver of notice.

7. Meetings Open to the Public

Notwithstanding the private charitable status of the Corporation, meetings of the Board of Directors shall be open to the public in accordance with the provisions in Chapter 39, Section 23A and 23B of the General laws of the Commonwealth which govern when certain governmental agencies may hold closed meetings and is adopted for purposes of this section by the Corporation only as a guideline for the conduct of meetings of the Board of Directors. Whenever the Board of Directors determines to hold a closed meeting, it shall publicly specify its reasons for closing the meeting. However, the posting of notices of meetings and notices to Directors shall be in conformity with these By-laws and not necessarily the requirements of M.G.L. Chapter 39.

8. Quorum of Directors

A majority of the Directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

9. Action of the Board of Directors

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, the Corporation's Articles of Organization or these By-Laws.

10. Compensation of Directors

Directors shall not be compensated for their services as Directors other than the reimbursement of reasonable and necessary expenses incurred in the performance of such services.

Article Four

Officers

1. The Board of Directors of the Corporation shall appoint the initial Officers of the Corporation from among the Directors of the Corporation. The Officers of the Corporation shall consist of a President, Secretary (also known as Clerk), Treasurer, and such other Officers as the Board of Directors may deem desirable. All Officers shall be elected by the Board of Directors from the Board of Directors. No person shall hold more than one office at any one time. Each Officer of the Corporation shall be elected annually at the meeting following the annual meeting and shall hold office until the meeting following the annual meeting of the corporation, or special meeting held in place thereof and thereafter until his or her successor is chosen and qualified.

The Board of Directors may remove from office any Officer by a vote of three fifths (3/5) of its entire number then in office. A vacancy in any office may be filled by vote of the Board of Directors. Officers shall not be compensated for their services as Officers of the Corporation. Removal from office shall not result in removal from Directorship unless in accordance with rules governing same.

2. President

The President shall preside at all meetings of Members and Directors. The President shall nominate the chairpersons of all other committees.

3. Secretary

The Secretary (Clerk) shall issue notices of all meetings of the Board of Directors, and shall send such official notices as may be directed by the Board or required pursuant to these By-Laws. The Secretary shall also be responsible for all general correspondences of the Board and in general performing all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Secretary shall take or be responsible for the taking of minutes of all meetings of the Board of Directors and meetings of the Members called in accordance herewith.

4. Treasurer

The Treasurer shall be responsible for the custody of the corporate funds; keeping full and accurate accounts of receipts and disbursements to the Corporation; depositing all monies in the name of the Corporation in an institutional interest bearing account, and in such depositories as

may be designated by the Board of Directors; and shall furnish a quarterly or monthly financial statement and an annual statement of all receipts and disbursements of the Corporation to the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond.

Article Five

Committees

1. Standing Committees

The Standing Committees of the Board of Directors shall include a Finance and Fundraising Committee and a Nominating Committee, as described below, and may include, as determined by the Board of Directors, the following Committees as described below:

- a. Finance and Fundraising
- b. Membership and Training
- c. Nominating
- d. Education and Programming
- e. Community, School and Municipal Relations
- f. Facilities and Equipment; and such other Committees as may be created by the Board of Directors. The creation of the foregoing Committees shall be at the discretion of the Board of Directors and determined by majority vote of the Board.

2. Appointment and Duties of the Standing Committees

Committee chairpersons shall be nominated by the President and elected by majority of the Board of Directors. The members of each standing committee shall be nominated by the President, after consultation with the chairpersons of such committee. The Board of Directors shall elect Committee members so that Committee composition shall reflect the diversity of interests and neighborhoods in the Town of Northbridge. Committees shall develop relevant policy recommendations for Board consideration. Chairpersons of Committees are responsible for keeping minutes of their meetings and furnishing reports as requested.

3. Finance and Fundraising Committee

The Finance and Fundraising Committee shall review the annual financial statements, approve annual reports and recommend to the Board the selection of, and fees to be paid to accountants for the Corporation. It shall be the responsibility of the Finance and Fundraising Committee to report to the Board of Directors whether the Corporation is meeting its projected budget on the scope and adequacy of the audits and related fees and to continually monitor and report to the Board of Directors on the effectiveness and adequacy of the Corporation's internal accounting controls. The Finance and Fundraising Committee shall develop and recommend to the Board the annual budget and shall regularly monitor the Corporation's expenses and income.

The Finance and Fundraising Committee shall develop and implement fundraising strategies for the Corporation. The Committee shall recommend to the Board of Directors various fundraising plans as needed and upon the adoption of a fundraising plan by the Board of Directors. The Committee shall enlist Members of the Board of Directors, Officers, Members and other volunteers to assist in the implementation of specific projects. The Committee shall meet regularly to monitor the Corporation's fundraising status and to review grant proposals.

4. Membership and Training Committee

The Membership and Training Committee shall develop and implement strategies for developing a broad based membership in the Corporation, which encourages and fosters the development and production of access and community programming. Subject to Board of Directors review, the Committee shall handle all appeals regarding membership status and any other grievances of the Members.

Except as necessary to comply with appropriate federal law and regulations and to provide the community access time described in the preceding paragraph, the Corporation's regulations governing the availability of program time and the Corporation's equipment and facilities shall provide for non-discriminatory access and use, provided, however, that the regulations may restrict use of equipment and facilities to Members of the Corporation who are qualified or certified to use them.

The Committee shall develop and implement policies for the Corporation's training activities, including outreach to publicize the availability of training activities, determining the subject matter of workshops and classes and certification requirements.

5. Nominating Committee

The Nominating Committee shall select candidates for election to fill vacancy(ies) of the elected Directors of the Board of Directors. The Nominating Committee shall be charged with soliciting the names of nominees for the Board of Directors from the general membership and with the preparation of a slate of candidates to fill such vacancy(ies) as elsewhere herein provided in Article Three.

6. Education and Programming Committee

The Education and Programming Committee shall be responsible for ensuring that a wide variety of programming, which addresses the interests and needs of residents is available whether through the production or acquisition of such alternative programming and shall be responsible for promoting educational programming responsive to the needs of the schools and community.

The Education and Programming Committee shall review and evaluate the allocation of channel capacity and other programming capacity which the Corporation manages, operates, or otherwise aids in scheduling; shall, subject to the direction and approval of the Board of Directors,

coordinate the operation of such channel capacity with the operator of the cable television system; shall annually recommend to the Board of Directors revisions to the long range plan of the Corporation; shall recommend to the Board of Directors a procedure for the development and evaluation of strategies to maximize the quantity and quality of original programming produced or fostered by the Corporation; recommend to the Board of Directors an educational programming plan designed to provide educational benefits to the community and schools; shall recommend to the Board of Directors different plans for educating Members about the role of access television and about the history of television, film and related media; and shall review and recommend to the Board of Directors proposals for grant funding and monitor and report regularly all programming and channel operation activities to the Board.

7. Facilities and Equipment Committee

The Facilities and Equipment Committee shall evaluate the use of the Corporation's access and community programming facilities and shall also be responsible for recommending all capital expenditures. The Committee shall oversee matters regarding real estate and leases.

8. Community, School and Municipal Relations

The Community, School and Municipal Relations Committee shall explore and recommend to the Board of Directors ways of integrating the Corporation into the community to serve the diverse needs of all community, school and municipal organizations, ethnic groups and other interests and shall inform and generally educate all such diverse groups about the Corporation and its services and facilities and cultivate interest in and access to the Corporation.

9. Other Committees

The Board of Directors may, by majority vote, create such other Committees and delegate such responsibilities to those Committees as shall be considered desirable and permissible from time to time.

Article 6

Miscellaneous Provisions

1. Fiscal Year

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall be the twelve (12) months ending December 31 of any given year.

2. Annual Financial Review

The account books of the Corporation shall be reviewed annually by an independent certified public accountant retained by the Board of Directors, and the report of such accountant shall be filed with the records of the Corporation.

3. Execution of Corporate Instruments

Mortgages, bonds, notes, checks, other evidences of indebtedness and such other instruments as the Corporation may from time to time issue in the conduct of its business shall carry the signature of the President and such other Officer or Officers the Board of Directors may from time to time determine by resolution. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

4. Amendments

Any part or all of these By-Laws may be altered, amended or repealed from time to time by a two thirds vote of the Board of Directors present at a regular or special meeting of the Board duly called for that purpose, provided that notice of the substance of the proposed alteration, amendment or repeal shall be stated in a notice for such meeting mailed to the Board of Directors no less than ten (10) days before such meeting. Any such changes must be ratified at the next scheduled annual meeting. Notice of such proposed changes must be provided with the notice of annual meeting pursuant to Section 5 of Article 2 herein. Any such amendment shall be subject to prior approval of the Board of Selectmen in its capacity as License Issuing Authority; provided however, if following forty-five (45) days from receipt of written notification of the proposed amendment and its text said Issuing Authority takes no action, the amendment will be deemed approved. Any amendment to the Articles of Organization shall be subject to same requirements as above.

5. Conflict of Interest

No Director or officer of the Corporation may participate in the evaluation, review and approval of any application for a grant or any other matter in which he or she has a direct personal interest.

All grants and other transactions shall be conducted at arm's length and shall not violate the proscriptions in the Articles of Organization, these By-laws, or any other applicable prohibition against the Corporation's use or application of its funds for private benefit. No such loan or transaction shall be entered into if it would result in denial of or loss of tax-exempt status under Section 501(c)(3) or other applicable sections, if any, of the Code and its regulations as they now exist or as they may be hereafter amended.

6. Seal

The Board of Directors shall approve and adopt a corporate seal, which shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

7. Non-Discrimination

Selection of the Board of Directors, Officers of the Corporation, Members, volunteers and staff shall not be based on race, color, religion, age, national origin, disability or sexual preference.

8. Agreements with other Municipalities and Access Entities

The Corporation may enter into agreements with other municipalities, access corporations or cable television licensees to provide cable television access services and to share resources, including but not limited to facilities, equipment and staff and other resources, and enter into other agreements to carry out activities consistent with the purposes of the Corporation. Such agreements should provide necessary resources to the Corporation to serve the particular municipality in question. In the event that such agreements involve occasional transactional cooperation and collaboration including but not limited to sharing of occasional programs or occasional technical assistance, equipment and resource exchange, such agreements shall not require the prior approval of the Board of Directors or Board of Selectmen. In the event that such inter-municipal or inter-entity agreements involve a formal joint venture, formal partnership or contractual relation resulting in a change in the intended mission, audience or membership of the Corporation or otherwise resulting in other municipalities or other studio or programming entities having regular benefit or use of assets or resources of the Corporation, such agreements must be approved by the Board of Directors and the Board of Selectmen.

9. Personnel Policies

The Board of Directors shall be charged with developing the Corporation's personnel policies, job descriptions and advertisements, reviewing and evaluating staff salaries and benefits and the performance of the Executive Director and shall be responsible for related personnel matters and grievances and coordinating the hiring of the Executive Director. Notwithstanding the foregoing, the Board may at any time create a Personnel Committee pursuant to Section 9 of this Article.

10. Annual Report

The Corporation shall prepare an Annual Report of operations amid budget and copies of same shall be available to the public. Upon written request of the Board of Selectmen or its designee, the Corporation shall provide the Board of Selectmen, for advisory purposes only, opportunity to review and discuss the Corporation's budget. The Corporation may participate in hearings to be conducted by the Board of Selectmen or its designee to discuss for advisory purposes the Corporation's operations.

Article 7

Indemnification

To the fullest extent permitted by Chapter 180, Section 3 of the Massachusetts General Laws as it exists or may be amended, the Corporation shall defend, indemnify and hold harmless any Officer or Director from and against any and all claims and liabilities to which he/she becomes subject by reason of his/her being or having been an Officer or Director, whether or not he/she continues to be an Officer or Director at the time of the adjudication of such claim or liability. The Corporation shall also indemnify such Officer or Director for any and all legal and other expenses reasonably incurred by him/her in connection with any actual or threatened action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been such an Officer or Director, whether or not he/she continues to be an Officer or Director at the time of incurring such expenses. No Officer or Director shall be indemnified against any action, claim suit or proceeding in which he/she shall be finally adjudged liable by reason of his/her own negligence or willful misconduct; and no such Officer or Director shall be indemnified against the cost of any compromise or settlement of any such alleged claim or liability, unless said compromise or settlement shall be approved in advance by the Board of Directors.