

**BY-LAWS
OF
OLD ROCHESTER COMMUNITY TELEVISION, INC**

(Adopted: August 19, 2005)
(Revised & Adopted March 26th 2009)
(Revised & Adopted March 18th 2010)

Article I: Name

The name of this corporation shall be OLD ROCHESTER COMMUNITY TELEVISION, INC. (hereinafter also referred to as the “Corporation”), unless and until changed by amendment of the Articles of Organization.

Article II: Purposes

The purposes of the Corporation shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding section of any future federal tax code, including without limitation, to:

- (1) Develop and operate a Public, Educational and/or Governmental (“PEG”) Access program for the Towns of Marion, Mattapoisett and Rochester (hereinafter known as the “Towns”), providing access to existing and future communications media, including facilities, equipment and PEG programming.
- (2) Oversee the development of a PEG access facility/studio and the purchase and/or lease of equipment for PEG access for use by Marion, Mattapoisett and Rochester residents and by businesses, corporations, organizations, institutions and other entities located in the Town of Marion, Mattapoisett or Rochester (hereinafter also referred to as “residents and organizations”) in accordance with the Articles of Organization, these By-Laws and the rules and regulations developed by the Corporation.
- (3) Apply for and receive contributions, grants, donations, and loans of all types from individuals, organizations, public and private corporations, and government entities, and/or others to support the purposes set forth in the Articles of Organization and these By-Laws, and to comply with all lawful terms and conditions entered into in consideration for such contributions, grants, donations and loans, including, but not limited to those terms and conditions contained in any agreement(s) with the Towns.
- (4) Allocate channel space and channel time to residents and organizations, and ensure overall access to the Corporation’s facilities on a non-discriminatory basis. Provide for the cablecasting/playback of programs on the PEG access channels and for the innovative use of said access channels and other forms of communications media.

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- (5) Serve access viewers and users with programs reflecting the activities, concerns, and interests of the residents of the Towns in a manner that promotes a free exchange of ideas and information.
- (6) Provide training to residents and organizations in the use of access facilities and PEG access channels and to encourage the use of said facilities and channels.
- (7) Provide technical assistance, pre-production, production, and post-production services to PEG access users.
- (8) Establish rules, procedures and guidelines for the use of PEG access channels and facilities.
- (9) Distribute PEG programming, by cablecasting, broadcasting, or by any other means, within and/or outside of the Towns.
- (10) Conduct public information, educational, cultural and social activities to foster PEG access and programming.
- (11) Provide financial, technical and other assistance for local programming and other non-profit uses of the cable system(s).
- (12) Provide promotion, fundraising, outreach and other support services in the furtherance of the purposes of the Corporation, and develop a group of volunteers to create community-based programming and to assist others in the furtherance of the purposes set forth herein.
- (13) Determine, conduct, administer and/or support, in any lawful manner, such other tasks relating to the foregoing charitable and educational purposes, including, but not limited to, the operation, scheduling, and/or management of the PEG access channels, facilities and equipment or other information and/or telecommunications services, including Internet or information services, as appropriate and/or necessary, and to do so in compliance with the restrictions required under federal law and regulations for an organization recognized as a Section 501(c)(3) organization.

Article III: Membership

Section 1. Class or Classes of Membership

The Corporation shall have one class of voting Members subdivided by the Board of Directors to account for individual, family and organizational Members. Furthermore, the Board of Directors

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may establish other classes of voting and/or non-voting Membership.

Section 2. Eligibility for Membership

- (a) The following persons and entities are eligible for Membership in the Corporation:
 - (i) All residents and land owners of the Towns;
 - (ii) All businesses, corporations, organizations, institutions and other entities which are located in the said Towns; and
 - (iii) The employees of said businesses, corporations, organizations, institutions and other entities who work in said Towns.

- (b) To be eligible for Membership in the Corporation and to be considered a Member in good standing the person or entity must:
 - (i) Substantially subscribe to the purposes of the Corporation
 - (ii) Complete a written application on a form approved by the Board of Directors
 - (iii) Pay Membership dues; and
 - (iv) Be in compliance with policies and conditions, consistent with the Articles of Incorporation and these By-Laws, as may be prescribed by the Board of Directors.

- (c) All persons serving on the Board of Directors shall become Members of the Corporation upon appointment to the Board.

- (d) Membership in this Corporation shall not be restricted on the basis of race, sex, age, (except minors), religion, creed, place of national origin, or sexual preference.

Section 3. Evidence of Membership

The Corporation will keep a database of all Memberships and dues along with renewal information. All terms of Membership are annual and begin on January 1st of each year. The Corporation will send out annual Membership notices prior to renewal period.

Section 4. Dues/Service Requirements and Terms of Membership

The Board of Directors may establish annual dues and/or service requirements for Members and types of Members and specify requirements of Membership, if any.

Section 5. Transfer and Revocation of Membership

- (a) No Membership or right arising from Membership shall be transferable unless otherwise authorized for good cause by the Board of Directors.

- (b) Upon written petition submitted and signed by at least three (3) Members of the Board of Directors, the Board of Directors shall consider the revocation of Membership for any current

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Member of the Corporation. The Board of Directors may remove, for cause, from Membership any person or organization by the vote of five (5) Directors, when in their judgment the best interests of the Corporation will be served thereby. A person or organization so removed shall forfeit his, her or its Membership privileges.

- (c) Nothing herein shall prohibit or restrict the right of the Corporation, through its designated authority, to revoke or suspend the right of a Member to use the Corporation's facilities or equipment.

Section 6. Voting Rights

At every regular or special meeting of the Members, each Member authorized to vote and in good standing shall be entitled to one (1) vote, in person, on each matter submitted to a vote of the Members. Organizational Members (businesses, corporations, organizations, institutions and other entities) shall designate, in writing, one person to vote on behalf of the organization. Every voting designation by an organization shall be executed in writing and shall be filed with the Secretary of the Corporation prior to the exercise thereof.

Section 7. Compensation

A Member shall not be entitled to compensation for his or her service as a Member.

Article IV. Meetings of the Corporation (Members)

Section 1. Annual Meeting

The Annual Meeting of the Membership shall be held within the first fiscal quarter at the principal office of the Corporation, or at such other time and place as the Board of Directors shall from time to time designate. At such time, the Members may transact such business as may be done in accordance with law, the Articles of Organization of the Corporation and these By-Laws.

Section 2. Special Meetings

A special meeting of the Corporation may be called at any time by a majority of the Board of Directors, or by receipt by the Secretary of the Corporation of a written request by one-half (1/2) or more of the Board of Directors then in office or one-third (1/3) or more of the Membership in good standing of the Corporation. Special meetings shall be convened not less than fourteen (14) days nor more than forty-five (45) days after being called.

Section 3. Place for Meetings

All meetings of the Corporation shall be held at the principal office of the Corporation or at such other place(s) as the Board of Directors may fix from time to time, or in the event of a special

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meeting, at such place as the Secretary of the Corporation may designate.

Section 4. Notice of Meetings

- (a) Notice of the Annual Meeting shall be given to each Member at least forty-five (45) days prior to said Annual Meeting. Notice of a special meeting of the Members shall be given at least fourteen (14) days prior to the scheduled date of the meeting. Said notice shall be in writing, which may be electronic mail to any Member who has provided an e-mail address to the Secretary of the Corporation. The notice will also be listed on the Corporation's website and given on the public access bulletin board system. The notice shall state that nominations for the membership director position elected by the Membership that year will be accepted by submitting the name of a nominee in writing accompanied by the requisite nomination signatures to the Secretary, no later than twenty (20) days prior to the Annual Meeting. A nominee must be a member in good standing of the Corporation as defined at the time of submission.
- (b) Notice of a regular or special meeting of the Members shall also be given on the public access bulletin board system for each day of the respective minimum notice period referenced in Subparagraph (a) above. The notice will also be listed on the Corporation's website.

Section 5. Waiver of Notice or Consent by Attendance

- (a) Notice of a meeting may be waived by written waiver of a Member or a Member's agent before or after the meeting. A waiver of notice need not specify the purposes of the meeting or reasons for such a waiver.
- (b) Except as provided in Section 6 below, A Member's attendance at a meeting shall constitute a waiver of notice of the meeting, unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not legally called or convened. However, attendance at the meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

Section 6. Notice of Certain Agenda Items

Approval by 2/3 of the Members present at a meeting of the Members shall be required to amend these By-Laws.

Section 7. Quorum

- (a) A duly called regular or special meeting of the Members shall not be held for the transaction of business unless a quorum of Members in good standing is present. Such quorum to be no less than ten (10) Members in good standing.

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- (b) The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, and the acts of such a meeting shall be the acts of the Members, so long as the subject of any action taken was included in the notice of the meeting.

Section 8. Adjournment and Notice of Adjourned Meetings

Any regular or special meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members present at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date of the notice of the meeting, is entitled to vote at each meeting. At the adjourned meeting, the Members may transact any business that might have been transacted at the original meeting.

Section 9. Presiding Officers

The President of the Corporation shall preside at all regular or special meetings of the Members, and the Secretary of the Corporation or an assigned person shall record the minutes of all such meetings. In the absence of the President, the Vice President shall preside, and in the absence of the Vice President the Treasurer shall designate a Member(s) of the Board of Directors to so preside and/or record minutes. The Treasurer may so appoint himself or herself to such function.

Section 10. Voting - Generally

Each Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Members. Voting shall be by a show of hands or ballot. A secret ballot shall be conducted if requested by no less than one-third (1/3) of the Members voting on a motion for a secret ballot. Voting Members must be Members in good standing for at least 30 days prior to any meeting. Members must attend the meeting in person to vote. No votes may be cast by proxy or by absentee ballot.

Section 11. Quantum of Vote

If a quorum is present, the affirmative vote of a majority of the Members represented at the meeting entitled to vote and voting on any matter shall be the act of the Members, unless the vote of a greater number is required by the Articles of Incorporation or these By-Laws or by statutes and laws of the Commonwealth of Massachusetts.

Section 12. Meetings of Members Open to the Public

Meetings of the Members of the Corporation shall be open in their entirety to the public, unless by majority vote, the meeting deems closure of all or some of the meeting to be in the best interest of the Corporation.

Section 13. Record Date for Notice and Voting

- (a) The record date for determining Members entitled to receive notice of a meeting of Members shall be the business day preceding the day on which notice is given, or if notice is waived, the business day preceding the day on which the meeting is held.
- (b) The record date for determining Members entitled to vote at a meeting of Members shall be thirty (30) days prior to the date the meeting is held.

Section 14. Proxy Prohibited

There shall be no voting or other action by proxy, except that any organizational Member may, by the organization filing notice with the Secretary of the Corporation, designate a person to exercise a vote of the organization.

Article V: Board of Directors

Section 1. Powers and Duties

- a) The Board of Directors shall have general power to control and manage the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors. The Board shall have full authority with respect to the distribution and payment of the moneys received by the Corporation from time to time; provided, however, that the fundamental and basic purposes of the Corporation, as expressed in the Articles of Organization, shall not thereby be amended or changed, and provided further, that the Board of Directors shall not permit any part of the net earnings or capital of the Corporation in inure to the benefit of any private individual.
- b) The following persons are not eligible to serve on the Board of Directors:
 - i. Any individual under the age of eighteen (18) years.
 - ii. Corporation staff who receive salary or wages from the Corporation, or their immediate family members.
 - iii. Any other person or contractor who receives compensation directly or indirectly from the Corporation.

Section 2. Number of Directors/Eligibility/ Election/Term Limits

Each year for the Annual Meeting the Board will nominate 3 Members, one from each of the Towns for two year terms. At each Annual Meeting the Membership shall elect one Member to serve for a one year term.

The nominating process is as follows:

(a) At least four (4) months prior to the Annual Meeting, the Board of Directors shall select a Nominating Committee, whose members are not required to be members of the Board of Directors. Said Nominating Committee shall, at least sixty (60) days prior to the Annual Meeting, nominate three (3) individuals to be elected by the Membership as a Director at the Annual Meeting. Each of the Towns shall be represented by one nominee. The nominating committee cannot be made up of any board member(s) who are up for nomination in the upcoming year.

(b) Notice of the nominee(s) selected by the Nominating Committee, as well as the date, time and place of the Annual Meeting , shall be provided to Members at least forty-five days (45) prior to the Annual Meeting.

(c) Member seat nominations may be made if any ten (10) Members, submits the name of a nominee in writing to the Secretary, no later than twenty (20) days prior to the Annual Meeting. Notice of all such nominees shall be posted on the public access bulletin board system, and shall also be posted on the Corporation's website, if any. Nominees may look at the names only of current members in the Membership book posted at the Corporation's location. The nominee must be a resident of one of the Towns and a Member in good standing of the Corporation at the time of the nomination.

(d) Each Director elected by the Membership shall be elected by the Membership at the Annual Meeting and shall not be eligible to serve as a Director for more than 6 consecutive years.

(e) A Director need not be a Member of the Corporation prior to his or her appointment to the Board of Directors, but shall become a member immediately upon his or her appointment as a Director (refers to Board of Director nominated position).

(f) Notwithstanding any other provision of these By-Laws, each Director shall, absent Resignation or removal, continue in office until the expiration of the term for which he or she is elected or appointed, or until his or her successor shall have been elected and qualified, whichever is later.

(g) If requested, during the Annual Meeting, each nominee will be given up to three minutes to

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address the Membership.

(h) No individual may serve as a Director for more than three (3) consecutive terms or six (6) consecutive years, whichever is longer.

(i) If no one from the membership runs in the membership seat, the Board of Directors shall appoint a member to the seat for the term.

Section 3. Organizational Meeting

Within thirty (30) days after each Annual Meeting of Members, the Board shall hold a regular meeting for purposes of organization, election of officers, appointment, and transaction of other business. Notice of this meeting shall state that it is the Organizational Meeting.

Section 4. Resignation and Removal

(a) A Director may resign by delivering his or her written resignation to the Corporation at its principal office or to any Corporation officer. Such resignation shall be effective upon its acceptance by the Board of Directors.

(b) Any Director who misses more than two (2) consecutive regular meetings of the Board of Directors without reasonable cause or who ceases to be a resident of the town from which he or she was appointed or elected, or ceases to work in the tri town for six months shall be deemed to have resigned from the Board of Directors

(c) A Director initially appointed by the Incorporators or elected by the Board of Directors may be removed from office as a Director for cause by the vote of five (5) or more Members of the Board of Directors then in office at a regular or special meeting of the Board of Directors for which notice of said possible removal is provided, when in their judgment the best interests of the Corporation will be served thereby.

A Director elected by the Membership may only be removed for: a violation of law material to being a director (not including conduct unbecoming); a breach of fiduciary duty to the Corporation; an act(s) which prevents or unreasonably restricts the Director from carrying out his/her duties as a Director; or repeated disruption to the conduct of the meetings of the Board of Directors, other meetings of the Corporation, or of the operation of the Corporation.

(d) Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing by certified mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting prior to such vote for removal taking place.

Section 5. Vacancies

- (a) In the event of any vacancy(ies) the continuing Directors may act despite said vacancy(ies) and shall be deemed to constitute a full Board for all purposes.
- (b) Any vacancy in the Board of Directors arising at any time and from any cause may be filled for the unexpired term by a majority vote of the board of directors.

Section 6. Conflict of Interest - Participation and Voting

No Member of the Board of Directors may participate or vote on any particular matter in which said Director, or they or their immediate family Member, partner, a business organization in which they are serving as an officer, director, trustee, partner or employee, or any person or organization with whom they are negotiating or has an arrangement concerning prospective employment, has a financial interest. For purposes of this Section 6, “immediate family Member” includes the spouse, parents, children, and brothers and sisters of the individual or their spouse.

Section 7. Compensation

- (a) Directors shall receive no compensation for their services provided as Directors, however, that a Director may be reimbursed for reasonable and necessary expenses incurred. The rules and procedures for such reimbursement shall be established by the Board of Directors.
- (b) A Director shall not be precluded from serving the Corporation in any other capacity, however no Director shall be eligible for compensation for any services, although they may be reimbursed for reasonable and necessary expenses incurred.

Article VI. Meetings of the Board of Directors

Section 1. Regular Meetings

Regular meetings of the Board of Directors for the transaction of such business as may be done in accordance with applicable statues & regulations, the Articles of Organization of the Corporation and these By-Laws shall be held at such times as the Board of Directors may fix from time to time, but no less than once each quarter.

Section 2. Special Meetings

Special meetings of the Directors may be called by the President (or in the President’s absence, by the Vice President or the Treasurer) or by two (2) or more of the Directors then in office, and shall be held at such time and for such purposes as may be specified in the call for said meeting, with

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reasonable notice given to each Director as provided in Section 3 below. After the third (3rd) meeting called by the President, Vice President and/or Treasurer in any twelve (12) month period, no further meeting may be called by any one of said officers, unless two (2) other Directors agree that the meeting is required.

Section 3. Emergency Meetings

- (a) Emergency meetings of the Directors may be called by the President (or in the President's absence, by the Vice President or the Treasurer) or by two (2) or more of the Directors then in office, but only if the Executive Director or the President or other authorized officer does not have authority to handle the matter or deems the judgment of the Board of Directors to be desirable.
- (b) Nothing in this Article or Section shall be construed to prevent or restrict the Executive Director or an officer from taking any action necessary to secure and make safe the Corporation's facility and equipment or to protect the health and safety of any person(s).

Section 4. Notice of Meetings

- (a) Written notice of regular meetings of Directors shall be given to each Director at least fourteen (14) days prior to the day fixed for such meeting.
- (b) Written notice of special meetings of the Directors, stating the time, place and purpose of the meeting shall be given to each Director at least fourteen (14) days prior to the day fixed for such meeting, unless the party or parties calling for said meeting designates said meeting to be an emergency meeting.
- (c) Notice of an emergency meeting shall be given as soon as reasonably possible. Notice for an emergency meeting may be by telephone or email. The reasons for the emergency shall be submitted in writing to the Secretary of the Corporation by the party or parties calling said meeting, at or before the emergency meeting.
- (d) Notice of regular meetings of the Directors shall be given by the Secretary. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the Secretary if available, at the request by such person or persons calling the meeting.
- (e) Notice of a regular or special meeting of the Directors shall also be given on the public access channel bulletin board system and the corporation's web site managed by the Corporation.
- (f) When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which such adjournment is taken.
- (g) Written notice may be by electronic mail to any Member who has provided an e-mail address

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to the Secretary of the Corporation.

- (h) Whenever a vote requiring more than a simple majority is anticipated, the subject of said vote shall be included in the meeting notice.

Section 5. Waiver of Notice

- (a) Notice of a meeting may be waived by written waiver of a Director or his or her agent before or after the meeting.
- (b) A Director's attendance at a meeting shall constitute a waiver of notice of the meeting, unless a Director objects at the beginning of the meeting to the transaction of any business because the meeting was not legally called or convened. However, attendance at the meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 6. Quorum

A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business.

Section 7. Meetings Open to the Public

All meetings of the Board of Directors shall be open to the public unless the Board, by majority vote, deems closure of all or some of the meeting to be in the best interest of the Corporation.

Section 8. 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. There shall be no vote by proxy.

Article VII. Officers

Section 1. Officers

- (a) The officers of the Corporation shall include a President, Vice-President, a Secretary, and a Treasurer, and such other officers as deemed necessary by the Board of Directors. Other officers shall have such powers as may be designated from time to time by the Board. 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, except for a temporary appointment not to exceed sixty (60) days.
- (b) All Officers may not be residents of the same Town.

Section 2. Duties of President

The President shall be the chief executive officer of the Corporation. The President shall make a report on the affairs of the Corporation at each meeting of the Members and Directors, and shall see that all orders and resolutions of the Members and Directors are carried into effect; subject, however, to the right of Members or the Directors to delegate to any other person any specific delegable duties. The President shall execute in the name of the Corporation all documents as required by these By-Laws and, when necessary or proper, shall affix thereto the corporate seal. The President shall be an *ex-officio* Member of all committees and shall perform such other duties as are usually incident to his or her office or may be required by the Directors.

Section 3. Duties of Vice President

The Vice-President shall fulfill the duties of the President in the event of the absence or incapacity of the President, and shall have such other powers and shall perform such other duties as are set forth in these By-Laws, as now or hereafter amended, and as the Board of Directors may designate from time to time. In the event of the absence or incapacity of the Vice-President, the Treasurer shall fulfill the aforesaid duties of the President.

Section 4. Duties of the Secretary

- (a) The Secretary shall issue notices of Directors' and Membership meetings as set forth in these By-Laws, shall attend and keep the minutes of the same in suitable minute books, shall attest the signing and sealing by the President and/or Treasurer of all instruments requiring signature and/or the corporate seal, shall maintain a record of the Corporation's Membership, shall give, or cause to be given, notice of all meetings of the Corporation as required by these By-Laws, and shall do such other things as may be required by law, and shall perform such other duties as are usually incidental to his or her office or as may be required by the Directors.
- (b) In the event there is no Secretary or he or she is absent, the Board of Directors may designate an Assistant Secretary to perform the duties of the Secretary until such time as the Secretary can resume the duties.

Section 5. Duties of the Treasurer

The Treasurer of the Corporation shall be the chief financial officer and shall have custody and control of all funds and valuables of the Corporation. The Treasurer shall receive the funds of the Corporation and shall make disbursements there from and shall keep regular books of account showing receipts and disbursements, and shall submit a monthly financial statement and an annual audited statement of all such receipts and disbursements to the Board of Directors for their examination and approval. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall deposit in the name of the Corporation all monies and

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valuables of the Corporation with a depository or depositories designated by the Board of Directors. The Treasurer shall also perform the duties of the President in the absence or incapacity of both the President and Vice-President. The Treasurer shall also perform such other duties as are incident to his or her office or as may be required by the Directors.

Section 6. Election of Officers/Terms and Term Limits

- (a) The initial officers shall be chosen by the individuals appointed to be the Board of Directors pursuant to Article V, Section 2, above. Thereafter, each officer of the Corporation shall be elected by the Board of Directors at the organizational meeting following the respective Annual Meeting and shall hold office until the next organizational meeting or special meeting held in place thereof or until his or her successor is chosen and qualified, whichever is later, subject to resignation or removal, discussed below.
- (b) The term of office for each officer shall be one (1) year.
- (c) The limit on the number of consecutive terms a person may serve as an officer is three (3) terms. At the discretion of a unanimous board vote a term (1) can be extended.

Section 7. Resignation or Removal

- (a) Any officer may resign by delivering his or her written resignation to the Corporation at its principal office or to any other officer. Such resignation shall be effective upon its acceptance by the Board of Directors.
- (b) An officer may be removed from office by the vote of five (5) or more Members of the Board of Directors then in office at a regular or special meeting of the Board of Directors for which notice of said possible removal is provided, when in their judgment the best interests of the Corporation will be served thereby.
- (c) Any Officer proposed to be removed shall be entitled to at least ten (10) days notice in writing by certified mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting prior to such vote for removal taking place.

Section 8. Vacancies

A vacancy in any duly constituted office may be filled by majority vote of the Board of Directors whenever it occurs.

Section 9. Conflict of Interest

See Article V, Section 6 of these By-Laws.

Section 10. Compensation

The provisions of Article V, Section 7 shall also apply to officers.

Article VIII. Committees

Section 1. Standing Committees

The Board of Directors may, in its sole discretion, form standing or special committees.

Section 2. Appointment and Functions of Committees

The Board of Directors shall appoint the chairpersons and Members of any committees. The chairperson of each committee shall be a Member of the Board of Directors. All recommendations and policies developed by a Committee are subject to approval by the Board of Directors.

Article IX. Personnel

- (a) The Board of Directors may authorize such staff positions as may be necessary in the conduct of the business of the Corporation, including an Executive Director or similar position (hereinafter referred to as an “Executive Director”). If the position is authorized and filled, the Executive Director shall have the authority and responsibility to manage and operate the day-to-day operations of the Corporation, in accordance with the general policies and directions specified by the Board of Directors, and shall supervise the daily operations of the other employees and shall have additional authority and duties, as the Board of Directors may from time to time prescribe. All such policies, directions and duties shall be communicated to the Executive Director through the President of the Corporation, or by the chairperson of the Personnel Committee. The Executive Director shall report to and be directly responsible to the President of the Corporation.
- (b) The Executive Director shall be entitled to compensation for his or her services. The Board of Directors shall negotiate a work agreement with the Executive Director, specifying the job description, salary, terms of service, and other provisions as appropriate.
- (c) The Executive Director shall not be a Member of the Board of Directors, nor shall he or she be an officer of the Corporation.

Article X. Indemnification

- (a) The Corporation shall, to the extent legally permissible pursuant to the Massachusetts General Laws, including Chapter 180, Section 3 of said laws, indemnify each of its Directors and officers against all liabilities and expenses, including amounts paid in satisfaction of

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judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or officer, whether or not said he or she continues to be a director or officer at the time of adjudication or settlement of such claim or liability. Provided, however, that as to any matter to be disposed of by a compromise settlement, no indemnification either for said payment or for any other expenses shall be provided unless such person shall be found to have acted in the reasonable belief that his or her action was in the best interest of the Corporation, after notice that the matter involves such indemnification:

- (i) by a disinterested majority of the Directors then in office and entitled to vote; or
 - (ii) by a majority of the disinterested Directors then in office after the Corporation has obtained, at the request of a majority said disinterested Directors, an opinion in writing from independent legal counsel, other than counsel to the Corporation, to the effect that such Director or officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.
- (b) Expenses, including counsel fees reasonably incurred by any such Director or officer in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated not to be entitled to indemnification pursuant to these By-Laws or Chapter 180 of the Massachusetts General Laws.
- (c) The right of indemnification hereby provided shall not be exclusive of or affect any other rights to indemnification to which corporate personnel, other than directors and officers, may be entitled by contract or otherwise under law.
- (d) This Article shall not limit the authority of the Board of Directors to authorize the purchase and maintenance of insurance on behalf of any Director, officer, committee Member, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify said Director, officer, committee Member, employee or agent against such liability under this Section.

Article XI. Liquidation or Dissolution

- (a) Dissolution of the Corporation shall require the affirmative vote of at least six (6) Members of the Board of Directors.
- (b) In the event of the liquidation or dissolution of the Corporation, whether voluntary or

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involuntary, no Director, officer or Member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, and subject to the orders of any court having jurisdiction thereof, shall be distributed by the Board of Directors to such organization or organizations which are organized and operated exclusively for charitable purposes and which shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Laws; provided, however, that no part of the net earnings of such organization or organizations shall inure to the benefit of any private shareholders, Member or individual, and no substantial part of the activities of such organization or organizations shall consist of carrying on propaganda or otherwise attempting to influence legislation, and such organization or organizations shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Article XII. Additional Provisions Including Notice

Section 1. Seal

The Seal of the Corporation shall consist of a flat-faced circular die with the name of the Corporation, its state of incorporation and the year of its organization cut or engraved thereon.

Section 2. Notice

Whenever written notice is required to be given to any person, it may be given to such person at his or her address (including e-mail address when so authorized by these By-Laws) appearing on the books of the Corporation, or in the case of directors or Members of another body, supplied by him or her to the Corporation for the purpose of notice.

Section 3. Fiscal Year

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

Section 4. Execution of Corporate Instruments

- (a) All drafts, checks, other orders for the payment of money, other than payroll checks, shall be signed by the President or the Treasurer, and/or such other person or persons as the Board of Directors may designate from time to time. Payroll checks shall be signed by the President or Treasurer and/or such other Director as the Board of Directors may designate from time to time.
- (b) The check signing authority, except payroll checks, will be as follows: Any expense up to

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\$999.99 requires one authorized signature; any expense over \$1000 requires two (2) authorized signatures.

- (c) All bonds, loans, mortgages, other evidence of indebtedness as the Corporation may issue in the conduct of its business, shall be authorized by a resolution of the Board of Directors and then signed by the President and the Treasurer of the Corporation.
- (d) Any instrument purporting to affect an interest in real estate shall be authorized by a resolution of the Board of Directors and then signed by the President and Treasurer of the Corporation.

Section 5. Financial Statements and Audits

A financial statement shall be prepared at the end of every fiscal year. In addition, a year-end fiscal audit, prepared by an independent certified public accountant, shall be completed at least once every three (3) years or as otherwise required by applicable law. A copy of all financial statements and audits shall be made available to Members upon written request.

Section 6. Conduct of Meetings

Roberts Rules or such other rules voted by the Board of Directors shall govern the conduct of all meetings of the Members of the Corporation and the Board of Directors and its various committees, except where the same shall be in conflict with law, the Articles of Incorporation or these By-Laws.

Article XIII. Amendment of By-Laws

Any part or all of these By-Laws may be amended or repealed by:

- (a) A majority vote of the Board of Directors then in office, at a regular or special meeting of the Board duly called for that purpose, provided that notice of the substance of the proposed amendment or repeal shall be stated in a notice for such meeting mailed (email is acceptable) to the Board of Directors no less than fourteen (14) days before such meeting; and
- (b) A vote of ratification by a majority vote of those Members in good standing and present at the next annual or special meeting of the Members. Notice of such proposed By-Law change(s) must be provided with the notice of the annual or special meeting in accordance with the provision of these By-Laws.