

BY-LAWS

Bedford Community Access Television, Inc.

Adopted March 25, 2004

Amended June 19, 2009

ARTICLE I

Name

The name of this Corporation shall be Bedford Community Access Television, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

Articles of Organization

The Articles of Organization of this Corporation as shall be amended from time to time are included in these By-laws by reference.

ARTICLE III

Purposes

This corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3), of the Internal Revenue Code or the corresponding provision of any future internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

The purposes for which the corporation is organized are as follows:

1. To promote the utilization of public access channels on the Cable Television system in Bedford, Massachusetts by assisting in the promoting the development of local programming by and for various

cultural, religious, educational, governmental, professional, ethnic, and other citizen groups within the Town.

2. To make facilities and equipment available to the general public for the production of noncommercial educational or cultural programs for communication to the public via public and educational channels of the Cable Television system in Bedford, Massachusetts.
3. To keep the viewers of the public service access channels on the Cable Television system in Bedford, Massachusetts aware of current Town events such as school closings, meetings of Town boards and committees, and other items of current public interest.

ARTICLE IV

Location

The Headquarters of the Corporation shall be located in the Town of Bedford, Massachusetts (hereinafter referred to as the "Town").

ARTICLE V

Membership

1. Identity

This Corporation shall be a Membership Corporation.

2. General Members

There shall be one voting class of Members, known as General Members, as prescribed by the Articles of Organization and these By-laws. From time to time the Board of Directors may create other, non-voting, classes of Members as they shall determine.

3. Eligibility for General Membership

All residents of the Town of Bedford and organizations which maintain offices in the Town are eligible for General Membership in the Corporation.

4. Qualifications for General Membership

Residents or organizations who are eligible for General Membership under Section 3 and who wish to become General Members must demonstrate their interest in the affairs of the Corporation by:

- a. Completing and returning to the Corporation an Access Membership Enrollment Form which shall be provided by the Corporation, and;
- b. Paying the prescribed membership dues, if any, by category, as they may from time to time be established by the Board of Directors.

5. Good Standing

General Members shall be considered in Good Standing so long as they meet all the qualifications for General Membership prescribed herein, including:

1. They are current residents of the Town of Bedford, or are an organization which currently maintains an office within the Town;
2. They have paid their prescribed membership dues, if any, up to date.

6. Removal of Members

Persons or Organizations may be removed from membership for the following reasons:

1. They have been declared to be not in Good Standing for a contiguous period of one year without having made remedy, or;
2. They have been determined by the Board of Directors to have engaged in activity detrimental to the Town of Bedford, to the delivery of Cable Television service to the Town of Bedford, or to the Corporation.

Persons or Organizations who are eligible for Removal as prescribed herein may be removed from the membership rolls of the Corporation by either a simple majority vote of the Board of Directors, or by a simple majority vote of the General Members of the Corporation present and voting at an Annual or Special meeting, a Quorum being present.

7. Annual Meeting of Members

The Annual Meeting of Members shall be held in the Town of Bedford during the second calendar quarter of each year, at such time and place as the Board of Directors agree, for the purpose of hearing an Annual Report from the Board of Directors and of transacting such business as may properly come before the meeting.

8. Special Meetings of Members

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

9. Notice of Meetings

A written notice of every Annual Meeting of the Corporation, stating the place, date, hour, and purpose of the meeting, shall be given not less than thirty (30) nor more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting at his or her postal address or e-mail address as it appears upon the records of the Corporation. A written notice of every Special Meeting of the Corporation, stating the place, date, hour, and purpose of the meeting, 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 postal address or e-mail address as it appears upon the records of the Corporation. Notice of each Annual or Special Meeting shall be displayed several times, in varying day parts, on at least one cable television channel managed by the Corporation during the notice period described above.

10. Quorum of Members

The lesser of ten percent (10%) of the total General Membership of the Corporation or five General Members eligible to vote at said meeting, present at a duly noticed meeting, shall constitute a quorum at any annual or special meeting of the General Membership. General Members present and in Good Standing may vote at such meeting in person. Absentee or proxy or other non-present voting is expressly prohibited and shall not be counted towards the establishment of a Quorum.

If a Quorum shall fail to attend, a majority of those voting members 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.

11. Procedure for Voting

General Members shall be entitled to vote at a duly noticed meeting and to count towards the Quorum at such a meeting, if and only if:

1. They are members in Good Standing as described herein, and;
2. They have been General Members of the Corporation for at least sixty (60) days prior to said duly noticed meeting.

General Members shall be entitled to vote on matters submitted to the Members for approval at meetings of the Members and subject to the Board of Directors having the authority to vote on all corporate matters. Those eligible to vote on a question may vote in person. Absentee or proxy or other non-present voting is expressly prohibited. In the case of a conflict between a vote of the General Members and Directors, the vote of the Board of Directors shall prevail.

Organization General Members in Good Standing shall have one vote, which vote may be cast by a duly appointed representative of said organization.

12. Rules of Order

All meetings of the Corporation shall be conducted according to *Robert's Rules of Order*, as currently defined. Where there is a conflict between Robert's Rules of Order and these by-laws, the provisions of these by-laws shall prevail.

13. Membership 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 VI

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 of the Commonwealth, the Articles of Organization, and these By-Laws.

The Board of Directors shall exercise all corporate powers of the corporation. It shall have charge of the corporation's affairs and shall transact all of the business between meetings of the corporation. It may appoint from time to time such additional officers and agents as it may deem necessary or desirable and prescribe their titles, duties and responsibilities, and fix each one's compensation, if any. It may require that any one or more of such additional officers and agents be bonded at the corporation's expense in such manner and amount or amounts as it shall determine. It may constitute such committees as it considers appropriate to the carrying out of any of the corporation's activities and may appoint thereto such persons as it may select, whether or not any such person is a member of the corporation. All such committees shall report to and be responsible to the board.

The Board of Directors is the Fiscal Agent of the Corporation and as such has all fiduciary authority and responsibility thereof.

2. Composition

The Board of Directors shall consist of five (5) voting members except during the time between the resignation or Removal of a Director and the election of his or her replacement.

3. Eligibility

Directors must be General Members of the Corporation in Good Standing. No employee of the Corporation or applicant for a position with the Corporation shall serve as a member of the Board of Directors. No immediate family member of an employee of the Corporation 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.

4. Tenure

Directors shall serve a three-year term from their election. Directors shall be eligible for re-election without statutory limit. Directors shall serve until their successor is elected or appointed. It is the intent of these by-laws that

Directors serve staggered terms so that under normal circumstances the term(s) of no fewer than one (1) Director nor more than two (2) Directors shall expire in any one calendar year.

5. Initial Formation

Directors serving elected or appointed terms as of the adoption of these amended by-laws shall serve out the remainder of their elected or appointed terms unless they otherwise resign or are removed as provided herein.

6. Nomination and Election of Directors

Directors shall be elected by a simple majority vote of the sitting Board of Directors at the first Board meeting following each Annual Meeting. A sitting Director who is being considered for re-election shall be recused from the discussion and vote.

Nominees for Director shall come from the General Membership. General Members who wish to be considered for Director shall make themselves known to the Board no later than the Annual Meeting in a manner which shall be described by the Board.

If there are multiple positions being elected, a separate slate of nominees will be considered for each, and each position will be elected separately.

7. Expectations of Directors and Conditions for Removal of Directors

Directors must be General Members in Good Standing of the Corporation as described herein. A Director who falls out of Good Standing shall be notified of such in writing by the Clerk of the Board, unless the Director in question is the Clerk, in which case notice shall be provided in writing by the President of the Board. Said Director shall have thirty (30) days from receipt of written notice to make remedy and be reinstated in Good Standing. A Director who does not make such remedy within thirty (30) days from receipt of written notice shall be eligible for Removal.

Directors are expected to attend all meetings of the Board of Directors. Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without reasonable excuse shall be eligible for Removal.

No employee of the Corporation or applicant for a position with the Corporation shall serve as a member of the Board of Directors. No immediate family member of an employee of the Corporation 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.

Directors must not engage in activity detrimental to the Town of Bedford, to the delivery of Cable Television service to the Town of Bedford, or to the Corporation. A Director who acts in such a manner shall be eligible for Removal.

8. Removal of Directors

A Director may be removed from the Board of Directors by a three-fifths (3/5) vote of those General Members in Good Standing present and voting at a regular or special meeting of the Corporation, a Quorum being present. Notice of the intent to remove a Director must be included in the written notice of the meeting as prescribed in Section 9 of Article V herein.

A Director may be removed from the Board of Directors by a unanimous vote of the other Directors. The Director under consideration from removal must be recused from the vote, but may participate in the discussion leading up to the vote.

Should the removal of one or more Directors reduce the Board to fewer than a Quorum of Directors, a Director so removed shall continue to serve until his or her replacement is elected and qualified.

9. Resignation

A member of the Board of Directors may resign by submitting a letter of resignation stating the effective date of the resignation to the Clerk of the Corporation, unless the Director in question is the Clerk, in which case the letter of resignation shall be submitted to the President of the Board. No action by the Board or by the Corporation shall be required to accept such a resignation.

10. Vacancies

A vacancy on the Board of Directors may be filled by a simple majority vote of the Board of Directors. Such a replacement Director shall serve the remainder of the unexpired term of the Director being replaced.

11. 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 notice of the regular and any special directors meetings to be 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. Notice by electronic means such as e-mail shall be deemed sufficient and satisfactory notice.

12. Rules of Order

All meetings of the Board of Directors shall be conducted according to ***Robert's Rules of Order***, as currently defined. Where there is a conflict between Robert's Rules of Order and these by-laws, the provisions of these by-laws shall prevail.

13. 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 governs when certain governmental agencies may hold closed meetings and is adopted for purposes of this section only by the Corporation 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.

14. Quorum of Directors

A majority of the sitting 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.

15. 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, by the Corporation's Articles of Incorporation, or by these By-Laws.

16. 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.

17. Agents and Employees

The Board of Directors shall have the power to and shall be responsible for the hiring, supervision, and termination of an Executive Director and any other Agent or Employee of the Corporation as the Board shall deem necessary.

ARTICLE VII

Officers

1. Offices and Qualifications

The Board of Directors of the Corporation shall elect the officers of the Corporation from among the Directors of the Corporation. The officers of the Corporation shall consist of a President, a Clerk, a Treasurer, and such other officers as the Board of Directors may from time to time require. 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.

2. Election of Officers

Each officer of the Corporation shall be elected annually at the first Board meeting following the annual meeting and shall hold office until the meeting following the next annual meeting of the corporation, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

Candidates for office shall be nominated by a Board Member which nomination must be seconded by another Board member.

Election shall be by a plurality of the Board members present and voting, a Quorum being present.

3. Removal of Officers

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. Removal from office shall not result in removal from Directorship unless in accordance with rules governing same.

4. Resignation of Officers

An Officer of the Corporation may resign by submitting a letter of resignation stating the effective date of the resignation, to the Clerk of the Corporation, unless the Officer in question is the Clerk, in which case the letter of resignation shall be submitted to the President of the Board. No action by the Board or by the Corporation shall be required to accept such a resignation.

5. Vacancies

A vacancy in any office may be filled by vote of the Board of Directors as soon as is practical.

Candidates for office shall be nominated by a Board Member which nomination must be seconded by another Board member.

Election shall be by a plurality of the Board members present and voting, a Quorum being present.

Such Officer shall hold office until the meeting following the next annual meeting of the Corporation, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

6. Compensation of Officers

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

7. President

The President shall preside at all meetings of the Corporation and of the Board of Directors and shall have general supervision of all affairs of the Corporation. In the absence of the President, or should the Board of Directors, by simple majority vote, declare the President to be unable to act, the Clerk shall preside.

Should a Board meeting be called to discuss removal of the President under Section 3 herein, the Clerk shall preside during such discussion and vote.

8. Clerk

The 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 Clerk shall also be responsible for all general correspondences of the Board and in general performing all duties incident to the office of the Clerk 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 Clerk 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.

9. 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 at the Corporation's expense in such manner and amount as the Board shall determine.

ARTICLE VIII

Committees

1. Standing Committees

There are no Standing Committees of the Corporation as of this date.

Standing Committees may be established by amending these by-laws as specified herein.

2. *Ad hoc* Committees

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

ARTICLE IX

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 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. 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.

5. Corporate 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.

6. 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, ethnicity, disability, or sexual preference.

7. 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, staff, and other resources, and may enter into other agreements to carry out activities consistent with the purposes of the Corporation. Such agreements shall 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 General Membership of the Corporation. In the event that such agreements involve a formal joint venture, a formal partnership, or a 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 an Annual or special meeting of the Corporation.

8. 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 an *ad hoc* Personnel Committee or by amending these By-Laws to create a Standing Personnel Committee.

9. Annual Report

The Board of Directors shall prepare an Annual Report of operations and budget which shall be presented at each Annual meeting of the Corporation, and shall be made available to the public.

ARTICLE X

Indemnification of Officers and Directors

To the fullest extent permitted by Chapter 180, Section 3 of the Massachusetts General Laws as it exists or may be amended, each Officer and each Director of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which he or she becomes subject by reason of his or her being or having been an Officer or Director, whether or not he or 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 or her in connection with any actual or threatened action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been such an Officer or Director, whether or not he or 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 or she shall be finally adjudged liable by reason of his or 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.

ARTICLE XI

Dissolution

The Corporation shall be dissolved upon a vote of two-thirds (2/3) of the sitting Directors.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Amendments

These by-laws may be amended by a two-thirds (2/3) vote of the Board of Directors, a Quorum being present, followed by a two-thirds (2/3) vote of those General Members present and voting at an Annual meeting of the Corporation or at a special meeting of the Corporation called for that express purpose, a Quorum being present. The entire and complete wording of the proposed by-law amendment shall be provided to the membership as part of the notice of the meeting. The proposed amendment may not be modified or altered from the floor of the meeting except to correct typographical errors or such minor alterations.

Amended this nineteenth day of June, 2009.
