

Northampton Community Television, Inc.
B Y- L A W S

Northampton Community Television, Inc.
380 Elm Street (Rear)
Northampton, MA 01060
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ARTICLE I: NAME

The name of this corporation shall be NORTHAMPTON COMMUNITY TELEVISION, INC. (hereinafter in these By-laws referred to as "the Corporation").

ARTICLE II: PURPOSE, POWERS AND RELATED MATTERS

The purpose of the Corporation shall be as set forth in the Articles of Organization and these By-laws, including, but not limited to, serving as the sole non-profit access corporation designated by the Issuing Authority of the City of Northampton as set forth in the respective Renewal Cable Television License dated 4 April 2006, and amendments made thereto; operating and managing the use of public, educational and governmental access channels on the cable television system in Northampton; producing community access programming for the residents and organizations of Northampton, making available video equipment, facilities and training to any person or group in the local service area. The purposes shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility

All residents of the City of Northampton and organizations based in the City are eligible for membership in the Corporation. Membership shall consist of one class, to be designated by the following categories, and shall not be limited as to number: Individual; Family; Non-Profit Corporation; and Business.

Section 2. Qualification for Voting Membership

Any resident of the City of Northampton and any organization based in Northampton may become a member of the Corporation upon completing and returning to the Corporation a Membership Enrollment Form and upon paying such dues as may be from time to time established by the Board of Directors, provided, however, that no member shall be entitled to vote at a meeting of Members unless such Member has been a Member for at least sixty (60) days prior to such meeting, with the sole exception of the initial annual meeting which shall require Membership of thirty (30) days. Each individual Member and each Organization Member shall have one vote.

Section 3. Annual Meeting of Members

The Annual Meeting of Members shall be held in Northampton, at such place as the Board of Directors determine, on the second Wednesday in October of each year, or at such date in October as the Board of Directors determines, for the purpose of electing Directors and transacting such other business as may properly come before the meeting.

An exception shall be made for the initial Annual Meeting of Members, which meeting shall be held after the second Wednesday in October 2007 but no later than January 16, 2008 in order to accommodate the solicitation of membership. The subsequent annual meeting shall be held in October 2008 as provided for in this section.

Section 4. Special Meeting of Members

Special Meetings of Members shall be called by the President upon request of the Board or upon written request therefore submitted to the Corporation by not less than ten percent (10%) of all members entitled to vote at such a meeting.

Section 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) days and 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 street and/or electronic 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.

Section 6. Quorum

A duly called regular or special meeting of the members shall not be organized for the transaction of business unless a quorum is present, but the members present at a duly organized meeting at which a quorum is present 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.

A quorum shall consist of the presence, in person or proxy, of ten percent (10%) or more of the members of the Corporation. In the transaction of business, a simple majority of the quorum at a duly noticed meeting is required.

In the event that there are fewer than fifteen (15) members, the Board shall retain the power to vote on any matter that would otherwise be reserved for the vote of a quorum of members.

Section 7. Voting Rights

Members shall be entitled to vote in the election of Directors (other than those subject to appointment as provided in Article IV, Section 2 below) and on matters submitted to the Membership at meetings of Members, provided, however, that any action of the Members other than the election of Directors may be modified or overruled by the vote of the Board.

At every regular or special meeting of the members, each member authorized to vote shall be entitled to one (1) vote, in person or by proxy, on each matter submitted to a vote of the members. Every proxy shall be executed in writing and shall be filed with the Clerk of the Corporation prior to the exercise thereof.

Section 8. Members' Dues

The Board 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.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Powers and Duties

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 Massachusetts, the Articles of Organization and these By-laws.

Section 2. Number and Election or Appointment to Office

The Board shall consist of seven (7) Directors, provided, however, that the initial Board shall consist of five (5) Directors, three (3) appointed by the Mayor of Northampton for three (3) year terms, one (1) Director selected by the School Committee for a two (2) year term and one (1) Director selected by the Cable Advisory Board (CAB) for a three (3) year term. Two (2) Directors shall be elected at the first annual meeting and shall serve for two (2) year terms. All terms expire at the respective annual meetings. No Director shall serve more than six consecutive years. All persons serving on the Board of Directors must be members of the Corporation upon election to the Board.

Section 3. Elected Directors

Elected Directors 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, appointed by the President with the approval of the Board, 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 by presenting the Nominating Committee with a petition for special nomination signed by at least ten percent (10%) of the eligible voting members of the corporation no later than thirty (30) 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. Questions concerning eligibility shall be determined by the Board of Directors holding office prior to the election concerned.

If by thirty (30) days after the date set for the election of new Directors, the membership has been unable, for any reason, to elect its requisite number of Directors to the Board of Directors, the Board shall hereby have the authority to appoint such requisite number of Directors to the Board.

Section 4. Successor Directors

Following the expiration of the original appointments, the Mayor of Northampton shall appoint one (1) Director for a three-year term, the CAB will appoint one Director for a three (3) year term and the School Committee shall appoint one (1) Director for a two-year term. The remaining four (4) Directors will be elected by the Membership at the annual meeting with two (2) Directors serving for three-year terms each and two (2) Directors, serving for two year terms each. Each Director shall continue in office until the expiration of the term for which he or she is elected, or until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 5. Resignation or Removal

A Director may resign by delivering his or her written resignation to the Corporation at its principal office. Such resignation shall be effective upon its acceptance by the Board of Directors. Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without sufficient excuse may be removed from the Board of Directors by a two-thirds (2/3) vote of those present and voting at a regular or special meeting of the Board of Directors. Any Director may be removed by the Board of Directors for cause by a two-thirds (2/3) vote of those present and voting at a regular or special meeting of the Board of Directors. Any Director proposed to be removed, either for failure to attend three consecutive meetings or for cause, shall be entitled to at least ten (10) days written notice of the meeting prior to such vote for removal taking place (which notice shall indicate the reason or reasons for the proposed removal) 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 6. Vacancies

Any vacancy in the Board of Directors arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the Directors then in office, provided, however, that if the vacancy is a Directorship that is to be filled by the Mayor, the School Committee or the CAB, the Director so chosen by the Board to fill the vacancy shall serve only until such time as the Mayor, the School Committee or the CAB, as the case may be, shall have named a new Director to fill the said vacancy.

Section 7. Disqualification

No person receiving compensation from the Corporation as a member of its staff, nor any member of the immediate family of such a person, shall serve as a Member of the Board of Directors.

Section 8. Compensation

Directors as such shall receive no compensation for their services other than the reimbursement of reasonable and necessary expenses incurred in the performance of such services. A Director shall not be precluded from serving the Corporation in any other capacity, other than as a staff member, provided that a full disclosure of the nature of such service and the compensation therefor, if any, is filed with the Corporation, and that such service and compensation are approved by the Board prior to the service being performed and further provided that the Director to be compensated does not participate in the discussion or vote on such approval.

Section 9. Honorary Officers and Directors

The Board of Directors may designate any person as an honorary officer, or as an honorary director of the Board. Such designation may be granted to those who have rendered distinguished or exemplary service to the corporation. The Board may also declare a past officer or director as an officer emeritus or director emeritus. Any person declared officer emeritus or director emeritus shall hold the title for life and shall retain a lifetime membership in the Corporation with all rights and privileges of regular individual membership. As such, he or she may attend Board Meetings and speak to issues of concern to the organization, although he or she shall have no right to make motions or to vote.

ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings

Regular meetings of the Board shall be held monthly or quarterly or at such intervals as the Board may fix from time to time. Special meetings of the Board may be called by the President at any time, and must be called by the President on the written request of three (3) or more Directors.

Section 2. Notice of Meetings

Written notice of the regular and any special Directors meeting shall be communicated, by post and/or electronic mail, 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 of all meetings of the Board of Directors shall be posted, whenever possible, at least forty-eight (48) hours prior to such meetings, by public notice. Whenever possible, notice shall be cablecast as well. All meetings shall be open to the membership and to the public, except when the Board of Directors may enter Executive session. Meetings of the Directors may be held by telephone conference call and/or such other means as designated by the Board of Directors.

ARTICLE VI: OFFICERS

Section 1. Election of Officers

All officers shall be elected by the Board of Directors annually at their first meeting of the Board following the Annual Meeting of Members, and shall hold office until their successors have been chosen and qualified. No person shall hold more than one office at any one time.

Section 2. Duties of President

The President shall be the chairperson of the Executive Committee and preside at all meetings of members and Directors. The President shall nominate the chairpersons of all other committees. The President shall execute in the name of the Corporation all deeds, bonds, mortgages, membership certificates, written contracts and other documents 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 the 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.

Section 4. Duties of the Treasurer

The Treasurer shall be responsible for the custody of the corporate funds and shall furnish annual financial statements of all receipts and disbursements of the Corporation to the Board of Directors. 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 5. Duties of the Clerk

The Clerk shall issue notices of Director and membership meetings as herein before set forth, shall attend and keep the minutes of the same. 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 shall do such other things as may be required by law, and shall perform such other duties as are usually incident to his or her office or as may be required by the Directors.

Article VII: COMMITTEES

Section 1. Executive Committee

The Executive Committee shall be comprised of the President and the other officers of the Corporation. The President of the Corporation shall serve as chairperson of the Executive Committee. All officers shall be elected by the Board of Directors. During the intervals between meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the management and direction of the affairs of the Corporation in all cases in which specific directions shall not have been given by the Board. All actions by the Executive Committee shall be reported to the Board at its meeting next following such action, and shall be subject to revision and alteration by the Board; provided, however, that no rights of third parties shall be affected by any such revisions or alteration. Minutes of all Executive Committee meetings shall be taken and shall be made available to the Board of Directors.

Section 2. Standing Committees

The President shall appoint the chairpersons and members of all standing committees, except the Executive Committee, subject to the approval of the Board. The chairman of each standing committee shall be a member of the Board. 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. The standing committees of the Corporation shall be as follows:

Section 3. Finance Committee

The Finance Committee shall regularly monitor the Corporation's expenses and income; and shall recommend budget adjustments to the Board of Directors as needed. The Finance Committee shall also review the annual financial statements; approve annual audit reports, if conducted; and recommend to the Board of Directors the selection of, and fees to be paid to, an independent certified public accountant for the Corporation.

Section 4. Personnel Committee

The Personnel Committee, in coordination with the Executive Committee, shall formulate job descriptions for the Corporation personnel, and amend such descriptions from time to time. The Personnel Committee shall also review and evaluate personnel and employment practices, salary ranges, benefits and other related personnel matters. The Committee shall maintain a record of the names of all Directors and their terms of office.

Section 5. Other Committees

The President may appoint, with the approval of the Board, other special or ad hoc committees as required. The President shall define the objectives of said committees, and said committees shall be discharged upon acceptance of their final reports.

ARTICLE VIII: EXECUTIVE DIRECTOR AND STAFF

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. The Executive Director shall have the authority and responsibility to manage and operate the Corporation affairs in accordance with the general policies and directions specified by the Board. Areas of responsibility include managing Corporation funds, managing budgets, producing programming, organizing training programs, initiating fundraising and outreach activities and supervising the daily operations of employees. The Executive Director shall have additional authority and duties as the Board may from time to time prescribe.

The Executive Director shall report to and be directly responsible to the President of the Corporation and the Board.

The Executive Director 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 Executive Director shall keep regular books of account showing receipts and disbursements, and shall submit a quarterly financial statement and an annual audited statement of all such receipts and disbursements to the Board for their examination and approval.

The Executive Director shall be entitled to compensation for his or her services. The Board shall negotiate a contract with the Executive Director specifying salary, initial term of service, renewal and other provisions as appropriate. The Executive Director shall not be deemed a member of the Board or the Executive Committee, nor shall he or she be deemed to be an officer of the Corporation.

ARTICLE IX: INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each of its past, present and future Directors and officers against all liabilities and expenses, including amounts paid in satisfaction of 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, except with respect to any matter as to which he or she shall have been adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however that as to any matter disposed of by a compromise payment by such Director or officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as being in the best interest of the

Corporation: a) by a disinterested majority of the Directors then in office; or b) by a majority of the disinterested Directors then in office after the Corporation has received an opinion in writing of independent legal counsel 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. Expenses, including counsel fees, but only if the Corporation has given written approval to the selection of such counsel, 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 under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law.

ARTICLE X: LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Director, officer or member shall be entitled to any distribution or division of its remaining property or its proceeds. All assets, money, property, equipment received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall, in accordance with the cable license, revert to the City of Northampton to be held in trust for 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 1954, or the corresponding provision of any future United States Internal Revenue Law. Under no circumstances shall the City of Northampton be responsible for the debt of the Corporation

ARTICLE XI: MISCELLANEOUS

Section 1. Seal

The Corporation may create a corporate seal, which 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 either personally or by sending a copy thereof by first class mail, postage prepaid, or by electronic mail, to his or her address 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 31 of any given year.

Section 4. Notes, Checks, Etc.

All notes, drafts, checks and other orders for the payment of money shall be signed by either the President, the Treasurer, or such other person or persons as the Board of Directors may designate from time to time.

Section 5. Conduct of Meetings

Robert's Rules of Order, Revised, 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 or these By-laws.

ARTICLE XII: AMENDMENTS

Any part or all of these bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the Board of Directors at a regular or special meeting, provided, however, that the notice of such meeting shall have indicated that a By-law change will be considered at such meeting and notice shall have been mailed to the Board of Directors no less than seven (7) days before such meeting.