

BYLAWS OF CHELMSFORD TELEMEDIA CORPORATION

(incorporated in 1984 as the Cable 43 Educational Foundation;
updated through January 2009)

ARTICLE I. NAME

The name of this corporation will be Chelmsford TeleMedia Corporation (hereinafter in these bylaws referred to as the "Corporation"), unless and until changed by amendment to these bylaws.

ARTICLE II. PURPOSE.

The purpose of the Corporation will be as set forth in the Articles of Organization and these bylaws including, but not limited to, cablecast production, program scheduling and cablecasting, and providing training to Chelmsford residents and organizations in the use of access facilities and equipment. The purposes will 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 Requirements

All persons, businesses, organizations, institutions, corporations, and other entities in the Town of Chelmsford who subscribe to the purpose of the Corporation will be eligible to election to membership in the Corporation. The membership will not be limited as to number. All persons serving on the Board of Directors will automatically become members of the Corporation upon election to the Board. At its sole discretion, the Board of Directors may require members to support the Corporation through annual contributions of money, equipment, or service.

Section 2. Election of Members

Any person wishing to become a member of the Corporation will submit a written and signed application, on a form approved by the Board of Directors, to the Secretary of the Corporation. All such candidates for membership will be approved as members by a majority vote of the Board, and approval for membership will not be arbitrarily withheld.

The Secretary will, upon said election, issue each new member a card or certificate which bears the Corporate Seal, the member's full name, and the date upon which he or she became a member of the Corporation.

Section 3. Rights of Members

All members will have a right to notice of and attendance at meetings of the Corporation. The Secretary will, at least five (5) days prior to any regular or special meeting of the Corporation, prepare a complete list of members and post such list either at the site where the meeting is to be held, at the Town Offices, or both. At every regular or special meeting of the members, each member authorized to vote will be entitled to one (1) vote, in person, on each matter submitted to the members for approval. No proxies may be entered for absent members at any meeting.

Section 4. Revocation of Membership

Upon written petition submitted and signed by at least three (3) Directors or members of the Corporation, the Board of Directors will consider the revocation of membership for any current member of the Corporation. The Board of Directors may remove from membership said person by a two-thirds (2/3) vote, whenever in their judgment the best interests of the Corporation will be served thereby. Upon said vote, and within ten (10) days, the person so removed will forfeit his or her membership card or certificate.

ARTICLE IV. MEETINGS OF THE CORPORATION

Section 1. Annual Meeting

An annual meeting of the Corporation will be held on the first Thursday of December in each year at 7:00 p.m. at the principal office of the Corporation in Chelmsford, or at such other time and place in said Town as the Board of Directors will from time to time designate. At such time, the members will elect Directors and may transact such business as may be done in accordance with law, the Articles of Organization of the Corporation, and these bylaws.

Section 2. Special Meetings

A special meeting of the Corporation may be called at any time by the President of the Corporation, the Board of Directors, or by receipt of the Secretary of the Corporation of a written request of ten (10) members. Special meetings will be convened not less than five (5) days nor more than forty-five (45) days after being called.

Section 3. Place of Meetings

All meetings of the Corporation will be held at the principal office of the Corporation in Chelmsford, or at such other place as the Board of Directors may designate from time to time, or in the event of a special meeting, at such place as the Secretary of the Corporation may designate.

Section 4. Notice of Meeting

Notice of regular and special meetings of the members will be given at least five (5) days prior to the scheduled date of the meeting. In lieu of any written notice of a regular or special meeting of members required to be given by law, notice of such meeting may be given by causing notice of such meeting to be officially published in a local newspaper of general circulation.

Section 5. Presiding Officers

The President of the Corporation will preside at all regular or special meetings of the members, and the Secretary of the Corporation will record the minutes of all such meetings.

Section 6. Quorum

A duly called regular or special meeting of the members will not be organized for the transaction of business unless a quorum is present, but 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 will be the acts of the members. A quorum will consist of the presence, in person or proxy of five (5) or more members of the Corporation.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Powers and Duties

The Board of Directors will have general power to control and manage the affairs and property of the Corporation, and will have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors and will 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 and Article II of these bylaws, will not thereby be amended or changed, and provided further that the Board of Directors will not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual.

Section 2. Number of Directors

The total number of directors will not be less than seven (7) and not greater than eleven (11). Within this limit, the number of Directors will be such as may be fixed by the membership from time to time. A Director need not be a member of the Corporation prior to his or her election or appointment to the Board of Directors. Questions concerning eligibility will be determined by the Board of Directors holding office prior to the election concerned. Each Director will continue in office until the expiration of the term for which he or she is elected, or until his or her successor will have been elected and qualified, or until his or her death, resignation, or removal.

In addition to those Directors elected by members of the Corporation, as prescribed in Article VI, the Town may appoint up to three representatives to attend meetings of the Directors and any annual or special meeting of the Corporation. These representatives will not vote on matters considered by the Directors.

Section 3. Term of Office

Directors elected by the Corporation will serve for terms of three (3) years, with elections to the Board staggered in time such that no more than three (3) Directors are elected in any given year.

Section 4. Resignation or Removal

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 will 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 majority vote of those present and voting at a regular or special meeting of the Board of Directors. Any Director proposed to be removed will be entitled to at least ten (10) days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and will 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 vacancy among the elected Directors arising at any time and for 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.

Section 6. Disqualification

No member of the Corporation's staff will serve as a member of the Board of Directors. No immediate family/relative of the Corporation's staff will serve as a member of the Board of Directors, nor will any immediate family/relative of a member of the Board of Directors be an employee of the Corporation. No employee nor immediate family/relative of an employee of the Chelmsford cable licensee, or its parent or affiliates, may serve as a member of the Board of Directors, nor will any Director or immediate family/relative become an employee of the cable licensee, its parent, or its affiliates.

Section 7. Compensation

Directors as such will receive no compensation for their services. A Director will not be precluded from serving the Corporation in any other capacity, other than as a staff member, provided that full disclosure of the nature of such service and the compensation therefor, if any, is filed with the Secretary of the Corporation. If appropriate, a formal agreement with said Director will be approved by the Board of Directors, prior to the service being provided, provided, however, that no conflict of interest is inherent in such service. Said Director will be precluded from voting on such formal agreement, or on any issue coming before the Board that relates to such service.

ARTICLE VI. ELECTIONS OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors, not later than its October meeting, will appoint a nominating committee of three (3) members whose term will expire at the next annual meeting.

Section 2. The Nominating Committee, not later than twenty (20) days before the annual meeting, will nominate a member for each place on the Board to be filled for the year, such nominations to be furnished to the Secretary. The Secretary will send a report of such nominations to the Board of Directors not later than ten (10) days before the annual meeting.

Section 3. Independent nominations may be made by any member in good standing. Such independent nominations will be filed in writing with the Secretary not later than twenty (20) days before the election. The Secretary will send a report of such independent nominations to the Board of Directors not later than ten (10) days before the annual meeting.

Section 4. There will be no nominations made from the floor of the meeting except when there are insufficient candidates nominated by the Nominating Committee and/or by independent nominations to fill the number of vacancies. With the exception of the three appointed Directors, as prescribed in Article V, members of the Board of Directors will be elected by the membership of the Corporation by a plurality of those present.

Section 5. Re-organization of the Board will take place upon completion of the election of Board members. Nominations to the officers of the Board will come from within the Board of Directors and be voted by the Board of Directors at that time.

ARTICLE VII. 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 law, the Articles of Organization of the Corporation, and these bylaws will be held at such times as the Board of Directors may call from time to time.

Section 2. Special Meetings

Special meetings of the Directors may be called by the President, or by four (4) or more of the Directors, and will be held at such time and for such purposes as may be specified in the call for Directors and will be held at such time and for such purposes as may be specified in the call for said meeting.

Section 3. Notice of Meetings

Except as hereinafter required, no notice of the time, place or purposes of regular meetings of the Directors will be necessary. Written notice of the first regular meeting of Directors following any change in the time or place for such meeting, and written notice of all special meetings of the Directors, stating time, place, and purpose of such meeting, will be given to each Director at least five (5) days prior to the day fixed for such meeting. When a meeting is adjourned, it will not be necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which such adjournment is taken. Notice of regular meetings of the Directors, when required, will be given by the Secretary. Notice of special meetings may be given by the person or persons calling the meeting or will be given by the Secretary at the request by such person or persons.

Section 4. Quorum

A majority of the Directors in office will be constitute a quorum for the business, and the acts of a majority of the Directors present at a meeting at which a quorum is present will be the acts of the Directors provided, however, that if all of the Directors will severally or collectively consent in writing to any action taken by the Corporation such will be as valid corporate action as though it had been authorized at a meeting of the Directors.

ARTICLE VIII. OFFICERS

Section 1. Number of Officers

The officers of the Corporation will include a President, a Secretary and a Treasurer, and also may include one or more Vice-Presidents and an Assistant Secretary. All officers will be elected by the Board of Directors from the Board of Directors. No person will hold more than one office at any one time. Each officer of the Corporation will be elected annually and will hold office until the next annual meeting of the Corporation, or at a meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

Section 2. Duties of President

The President will be the chief executive officer of the Corporation. The President will make a report on the affairs of the Corporation at each meeting of the members and Directors, and will 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 will execute in the name of the Corporation all deeds, bonds, mortgages, membership certificates, written contracts, and other documents and, when necessary or proper, will affix thereto the corporate seal. The President will nominate the chairpersons of all committees. The President will be an ex-officio member of all committees and will perform such other duties as are usually incident to his or her office or as may be required by the Directors.

Section 3. Duties of Vice-Presidents

The Vice-President will fulfill the duties of the President in the event of the absence or incapacity of the President, and will have such other powers and will perform such other duties as are set forth in these bylaws, 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, any other Vice-President will fulfill the aforesaid duties of the President.

Section 4. Duties of the Secretary and Assistant Secretary

The Secretary will issue notices of meetings of the Directors and the membership as hereinbefore set forth, will attend and keep the minutes of the same in suitable minute books, will have custody of all corporate books, records, papers, and the corporate seal, will attest the signing and sealing by the President of all instruments requiring the corporate seal and the signing of all other instruments when so required by the President, these bylaws, or by law; will do such other things as may be required by law; and will perform such other duties as are usually incident to his or her office or as may be required by the Directors. 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 such duties.

Section 5. Duties of the Treasurer

The Treasurer of the Corporation will be the chief financial officer and will have custody and control of all funds and valuables of the Corporation. The Treasurer will receive the funds of the Corporation and will make disbursements therefrom and will keep regular books of account showing receipts and disbursements, and will 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 Treasurer will deposit in the name of the Corporation all moneys and valuables of the Corporation with a depository or depositories designated by the Board of Directors. The Treasurer will also perform such other duties as are incident to his or her office or as may be required by the Directors.

Section 6. Resignation or Removal

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 will be effective upon its acceptance by the Board of

Directors. The Board of Directors may remove from office any officer by a two-thirds (2/3) vote, whenever in their judgment the best interests of the Corporation will be served thereby.

Section 7. Vacancies

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

Section 8. Compensation

Officers will receive no compensation for their services as officers of the Corporation as such provided, however, that any officer may, if authorized by the Board of Directors, be reimbursed for necessary expenses.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees

The standing committees of the Corporation will be as follows:

- a) Finance Committee
- b) Facilities Committee
- c) Membership Committee
- d) Programming Committee

Section 2. Appointment and Functions of Standing Committees

The President will appoint the chairpersons and members of all standing committees, subject to the approval of the Board of Directors. The chairperson of each standing committee will be a member of the Board of Directors.

Section 3. Finance Committee

The Finance Committee will develop and recommend to the Board of Directors the annual budget and work plan will regularly monitor the Corporation's expenses and income and will recommend budget adjustments to the Board of Directors as needed. The Finance Committee will review the annual financial statements approve annual audit reports and recommend to the Board of Directors the section of, and fees to be paid to, the independent certified public accountant for the Corporation. It will be the responsibility of the Finance Committee to report to the Board of Directors whether the Corporation is meeting its projected budget on the scope and adequacy of the annual audit and related fees to continually monitor and report to the Board of Directors on be effectiveness and adequacy of the Corporation's internal

accounting controls, and to include in that report its findings as to whether or not any errors, omissions, criticisms or recommendations contained in the management letter of the independent certified public accountant, if one accompanies the annual audit, have been properly dealt with. The Treasurer will automatically serve on the Finance Committee.

Section 4. Facilities Committee

The Facilities Committee will monitor the condition and adequacy of the Corporation's equipment and will prepare an annual report of its findings. In addition, the Committee may recommend equipment acquisition or disposal through purchase, sale, trade, or donation. The Facilities Committee will, at least annually, also review the procedures and protocols for equipment use and make recommendations to the General Manager as necessary.

Section 5. Membership Committee

The Membership Committee will develop and implement strategies for developing a broad-based membership for the Corporation. The Membership Committee will recommend to the Board of Directors an annual membership campaign and, upon the adoption of an annual membership campaign by the Board of Directors, will enlist members of the Board of Directors, officers, members and other volunteers to assist in the implementation of such membership campaign.

Section 6. Programming Committee

The Programming Committee will be responsible for ensuring that a wide variety of programming, which addresses the interests and needs of Chelmsford's residents, institutions, and organizations, is available, whether through the production or acquisition of such programming.

The Programming Committee will review and evaluate the allocation of channel space which the Corporation manages, operates, and otherwise aids in scheduling; will, subject to the action and approval of the Board of Directors, coordinate the operation of such space with the operation of the cable television system; will annually recommend to the Board of Directors revisions to the long-range plan of the Corporation; will recommend to the Board of Directors a procedure for the development and evaluation of strategies to maximize the quantity and quality of original programming produced or fostered by the Corporation; will review and recommend to the Board of Directors proposals for grant funding and will thereafter monitor such grants; and report regularly all programming and channel operation activities to the Board of Directors.

Section 7. Other Committees

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

ARTICLE X. GENERAL MANAGER 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 a General Manager.

The General Manager will report to and be directly responsible to the President of the Corporation, or to such person or persons as the President may Designate. The General Manager will have the authority and responsibility to manage and operate the Corporation's affairs, in accordance with the general policies and directions specified by the Board of Directors; will supervise the daily operations of other employees and will have such additional authority and duties as the Board of Directors may from time to time prescribe. All such policies, directions, and duties will be communicated to the General Manager by the President of the Corporation, or by such person or persons as the President may Designate.

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

ARTICLE XI. INDEMNIFICATION

The Corporation will, to the extent legally permissible, indemnify each of its 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 will 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 which such Director or officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses will be provided unless such compromise will be approved as being in the best interest of the Corporation after notice that it involves such indemnification: 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 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 will be adjudicated not to be entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided will 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 XII. LIQUIDATION OR DISSOLUTION

In the even of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Director, officer or member will 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, will be distributed by the Board of Directors to the Town of Chelmsford or, should the Town decline said offer or any portion thereof, to such organization or organizations whose purpose and operation is exclusively for charitable purposes and which will 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 Laws provided, however, that no part of the net earnings of such organization or organizations will inure to the benefit of any private shareholders, member or individual, and no substantial part of the activities of such organization or organizations will consist of carrying on propaganda or otherwise attempt to influence legislation, and such organization or organizations will not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XIII. MISCELLANEOUS

Section 1. Seal

The seal of the Corporation will 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 telegram, charges prepaid, 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 will be the twelve (12) months ending September 30th of any given year, except as from time to time otherwise determined by the Board of Directors.

Section 4. Check-signing authority

Any Corporation check for an expense of up to \$5,000 will be signed by either the President or Treasurer; any Corporation check for an expense of \$5,000 or more will be signed by both the President and Treasurer.

Section 5. Conduct of Meetings

Robert's Rules of Order, Revised, will 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 will be in conflict with law or these bylaws.

ARTICLE XIV. AMENDMENTS

These bylaws may be altered, amended or repealed at any special or annual meeting, in the following manner:

- (1) Any member in good standing may submit an amendment to these bylaws to the Board of Directors. Said proposed amendment will be submitted in writing to the Secretary of the Board.
- (2) Within thirty (30) days of receipt of said proposed amendment the Board of Directors will have an open hearing on the proposed amendment, provided that a copy of the proposed amendment and a notice of the hearing will be posted and maintained for at least ten (10) days before the date of said hearing in the Corporation's office. Said notice will also be displayed on one or more of the access channel message boards.
- (3) Upon conclusion of said hearing the Board of Directors will take an open vote on said proposed amendment. A two-thirds (2/3) vote of the members of the Board present is necessary to amend, alter, or repeal any part or all of these bylaws.
- (4) The membership may call for a re-consideration of the Board of Directors vote by submitting a petition of twenty (20) signatures of members in good standing to the Secretary of the Board. A meeting for said purpose will be called within thirty (30) days of receipt of said petition.
- (5) The vote of the Board of Directors may be overridden by a vote of two-thirds (2/3) of members in good standing present at any regular, special, or annual meeting called for the purpose of said override, provided that all members be notified by mail of said override vote, that notice of said override vote will be posted and maintained in the office of the Corporation, and on one or more of the access channel message boards for not less than ten (10) days prior to said meeting.