

By-Laws of the Cambridge Public Access Corporation

Article One. Name, Purposes, Powers and Related Matters

The name of Cambridge Public Access Corporation, Inc. (hereinafter in these By-Laws referred to as the "Corporation"), the location of its principal office and its purposes shall be as set forth in the Articles of Organization and these By-Laws, and 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.

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

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

Article Two. The Members

1. Eligibility

All Cambridge Residents, subscribers, and educational, governmental, health care, arts, religious, business and neighborhood organizations or other entities which are based in or serve Cambridge and which support the Corporation by contribution of money, service or equipment shall be eligible for Affiliate, Access, or Organizational membership.

1a. Disqualification and Removal of Membership

Any member serving a 90 or 30-day suspension shall not be eligible for the benefits of membership.

The Board of Directors may permanently suspend a member's membership for cause upon the 2/3rds vote of the Board. Cause shall include, but not be limited to, consistent inability to work with others, abuse of one's position, gross misrepresentation, harassment of others, or illegal CCTV related activities. Any member proposed to be removed by a vote of the Board shall be entitled to a 10 days notice in writing, by mail of the meeting of the Board at which such removal is to be voted on, and shall be entitled to appear before and be heard by the Board at such meeting prior to such vote for removal taking place.

2. Qualification for Voting Membership

Voting membership in the Corporation is open to individuals either residing in Cambridge or who work or have a place of business in Cambridge that has become an Organizational Member and who demonstrate their interest in the affairs of the Corporation by:

a. Completing and returning to the Corporation an Access Membership Enrollment Form; and

b. Paying the prescribed membership dues, by category, as ~~they are from time to time established by the Board of Directors~~*the Board of Directors from time to time establishes them.*

c. Who have been Members of the Corporation for at least thirty (30) days prior to any meeting of members.

3. There shall be 10 person Members Advisory Committee.

4. Other Memberships

The Board of Directors may establish honorary classes of membership to recognize those who have made special contributions, financial or otherwise, to the work of the Corporation.

5. Annual Meeting of Members

The Annual Meeting of Members shall be held in Cambridge on a day in April -of each year for the preceding year, taking effect in 1992, for the purpose of electing Directors and transacting such other business as may properly come before the meeting. The ~~time and place of the Annual Meeting shall be determined by the Corporation's Board of Directors~~*Corporation's Board of Directors shall determine the time and place of the Annual Meeting* and Members shall be notified of each meeting as provided herein.

6. Special Meeting of Members

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

7. 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 ten (10) nor more than thirty (30) days before the date of the meeting to each member entitled to vote at such meeting at his or her address as it appears upon the records of the Corporation. Notice shall be displayed several times, in varying day parts, on each cable television channel managed by the Corporation during the notice period described above.

8. Quorum of Members

Ten percent (10%) of the Members entitled to vote, present in person or in proxy, shall constitute a quorum at any annual or special meeting of Members. If a quorum shall fail to attend, a majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present in person or by proxy. At such adjourned meeting at which a quorum is present or by the proxy, any business may be transacted that might have been transacted at the meeting as originally notified.

9. Meetings of Members Open to the Public

All meetings of the Members of the Corporation shall be open, in their entirety to the public.

10. Procedure for Voting

Members shall be entitled to vote on all matters submitted to the Members for approval at meetings of the members except for the election of the Members Advisory Committee and the Board of Directors as otherwise provided herein. Those eligible to vote on a question may vote in person or by written *or emailed* proxy dated not more than one month before the date of the meeting at which the proxy is to be cast. A copy of each ~~written~~ proxy shall be filed with the Secretary of the Corporation before being voted. Except as otherwise limited thereon, the proxy shall entitle the person(s) named therein to vote at any adjournment of such meeting. A proxy purporting to be executed by or on behalf of a voting member shall be deemed valid unless challenged at or prior to its exercise. No person may vote the proxies of more than two other persons at any meeting.

11. Members Dues

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

Article Three. Board of Directors

1. Powers

The Board of Directors shall have and may exercise all of the powers of the Corporation except those conferred upon the Members Advisory Committee by the Articles of Organization or by these By-Laws.

2. Tenure and Qualifications of Directors

The governing body of the Corporation shall be a Board of Directors' consisting of thirteen (13) persons including two persons selected by and from the Members Advisory Committee. Two people may share a single seat on the Board of Directors and have a single vote. The City Manager shall appoint the initial Board of Directors. Thereafter the ~~Directors~~ will be elected in accordance with the provisions of Section 3 of this Article. Except for the initial Board of Directors, ~~Directors~~ shall be elected for terms of ~~three-two~~ years. The City Manager may appoint four (4) members to an initial term of two (2) years, four (4) members to an initial term of three (3) years, ~~and~~ four (4) members to an initial term of four (4) years. All Directors must meet the eligibility requirements for Membership. At any time prior to the naming of the thirteen (13) Directors, any portion of the then existing Board shall be considered a full Board and may exercise all powers of the Board. No Director may be elected or appointed to more than ~~two-three~~ (3) consecutive terms.

In the event that there are vacancies on the Board of Directors prior to the first election by Members, the Board may change a Directors' expiration date. Each Director shall

hold office until his or her successor is elected or appointed unless removed prior thereto in accordance with law and these By-Laws.

3. Nomination and Election Process of Directors

Directors shall be selected in the following manner: no later than sixty (60) days prior to the annual meeting of the Corporation, the Board of Directors shall solicit from the members of the Corporation and the general public nominees to fill vacancies that have or will occur at the time of the annual meeting. The deadline for nominations shall be set no later than 30 days prior to the annual meeting. Such nominees shall be considered to be broadly representative of the community interest as defined in Article 2, Section of the By-Laws. The Board shall be charged with the responsibility of ~~compiling a slate of candidates from these submissions for election to available seats appointing six (6) of the Board seats at the Annual Meeting, three (3) in each year. -Five (5) seats, two or three (2 or 3) each year depending upon the expiring terms of the elected seats, will be elected by the membership at the Annual Meeting. Two (2) representatives selected by and from the Members Advisory Committee at their first meeting after the Annual Meeting will fill the remaining two (2) seats.~~ At least thirty (30) days prior to the annual meeting, a listing of ~~the slate, and additional~~ those nominees who have submitted nomination forms prior to the deadline, shall be distributed to all access members of the Corporation, including short statements by each.

If there are not a sufficient number of nominees or appointees to fulfill the seats, the procedure for filling vacancies in Section 4 shall be followed after the Annual Meeting.

~~The election shall take place at the annual meeting of the corporation. Directors or nominees for the Board of Directors (except the Directors chosen by the Members Advisory Committee) may not hold a seat on the Members Advisory Committee. An individual may run for a seat on the Board of Directors or the Members Advisory Committee, but may not be a candidate for both.~~

4. Removal of Directors, Vacancies

~~Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without significant excuse may be removed from the Board of Directors by a majority vote of those present and voting a regular or special meeting of~~ A majority vote of those present and voting at a regular or special meeting of the Board of Directors may remove any Director who fails to attend three (3) consecutive meetings without significant excuse from the Board of Directors. A Director may be removed for cause upon the vote of 2/3rds of the Directors. Cause shall include, but not be limited to, consistent inability to work with others, disruptive influence, abuse of one's position, gross misrepresentation, harassment of others, or illegal CCTV related activities. Any Director proposed to be removed shall 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 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.

Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining Directors. *If the vacancy was an elected seat, such a replacement Director shall serve until the next Annual Meeting, at which time a person shall be elected* ~~Such a~~

~~replacement Director shall serve until the next Annual Meeting of Members at which time a person shall be elected to serve only until the end of the unexpired term. If the vacant seat was an appointed seat, the replacement may fulfill the remainder of the full term. of the person whose absence caused the vacancy to exist in accordance with Article 3, Section 3.~~

5. Disqualification

No member of the Corporation's staff, applicant for a position with the Corporation, paid consultant, paid freelancer, paid trainer, intern nor any other person or member receiving any monetary or other compensation shall serve as a member of the Board of Directors. (Current Board members are excluded from the intern provision). No close relative of the Corporation's staff shall serve as a member of the Board of Directors' nor shall any close relative of a Member of the Board of Directors' be an employee of the Corporation. No officer, director, employee or stockholder of the entity that holds the Cable Television License for the City of Cambridge may serve as a Member of the Board of Directors.

6. Schedule of Meetings

The Board of Directors shall hold at least six (6) regular meetings during each fiscal year of the Corporation.

The Board of Directors may hold special meetings whenever requested by the President or one third (1/3) or more of the Directors. The Secretary shall cause written notice of the regular and any special meetings to be mailed or delivered to each Director at least five (5) days before the date of the meeting, unless all of the Directors attend or sign a written waiver of notice.

7. Meetings Open to the Public

All meetings of the Board of Directors shall be open to CCTV members unless the Board, in its discretion shall determine to close the meeting. No executive sessions shall be held until the Board has first convened in open session for which notice has been given, a majority of the members have voted to go into executive session and the vote of each member is recorded on a roll call vote and entered into the minutes, the presiding officer has cited the purpose for an executive session, and the presiding officer has stated before executive session if the Board will reconvene after the executive session.

The reasons for an executive session include, but are not limited to:

- 1) the discussion of sensitive personnel issues, such as salary or performance review,
- 2) the discussion of supervisory personnel actions such as the reprimand, suspension or dismissal of staff or members
- 3) the discussion of complaints or charges against staff, an officer or board member of the corporation
- 4) the discussion of bargaining or litigation strategy if an open meeting would have a detrimental effect on such bargaining position (e.g. offers of employment, settlement of claims, purchase, exchange or lease of property, etc.)
- 5) the discussion of criminal misconduct or to discuss the filing of criminal complaints

8. Quorum of Directors

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

9. Action of the Board of Directors

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless ~~the act of a greater number is required by law, the Corporation's Articles of Organization or these By-Laws~~ *law, the Corporation's Articles of Organization or these By-Laws, requires the act of a greater number.*

10. Compensation of Directors

Directors shall not be compensated for their services as Directors other than the reimbursement of reasonable and necessary expenses incurred in the performance of such services. In recognition of their time spent for the Corporation, the Directors shall receive classes and Access Membership at no charge.

11. Honorary Members of the Board of Directors

The Board of Directors of the Corporation may designate Honorary Members of the Board of Directors to serve in an advisory role. Honorary Members of the Board of Directors may be elected by a majority vote at any annual, regular, or special meeting of the Board. Honorary Board Members will be recognized for their dedication to the mission of CCTV and shall be interested and willing to assist when called upon by a. Providing guidance and advice, b. Providing or helping to procure resources, c. Advocating on behalf of CCTV, and d. Permitting their names to be used in support of CCTV. Such members shall have no voting powers, have no board authority, and have no term length. Honorary Board Member status exists until the person asks to have the status removed or by majority board vote at a regular or special meeting of the Board of Directors. An Honorary Board Member shall receive notice of each Board meeting, be allowed to participate in the discussion at the Board meetings, but shall not have voting rights as a Director, except where otherwise specifically authorized under these By-Laws. An Honorary Board Member shall receive all of the benefits of Access Membership in CCTV. An Honorary Board Member may be elected to full Board status via the normal nomination procedure. Honorary status is automatically terminated with the establishment of full Board status. Except as provided in this section (Art. III, Sec. 11), no part of this By-Law shall apply to Honorary Members unless it is expressly stated to so apply, and a reference herein to Members shall not be or be construed to be a reference to Honorary Board Members.

Article Four. Officers

1. The City Manager shall appoint the initial officers of the Corporation. The officers of the Corporation shall consist of a President, Secretary, Treasurer, Vice-President and

such other officers, as the- Board of Directors may deem desirable. All officers shall be elected by the -Board of Directors from the- Board of Directors. No person shall hold more than one office at any one time. Each officer of the Corporation shall be elected annually at the meeting following- the annual meeting and shall hold office until the meeting- following the -annual meeting of the corporation, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

The Board of Directors may remove from office any officer by a vote of two-thirds (2/3) of its entire number then in office. A vacancy in any office may be filled by vote of the Board of Directors. Officers shall not be compensated for their services as Officers of the Corporation.

2. President

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

3. Secretary

The Secretary shall issue notices of all meetings of the -Board of Directors, and shall send such official notices as may be directed by the Board. The Secretary shall also be responsible for all general correspondence of the Board and in general performing all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the- Board of Directors.

4. Treasurer

The Treasurer shall be responsible for the custody of the corporate funds; keeping full and accurate accounts of receipts and disbursements to the Corporation; and shall furnish a monthly financial statement and an annual audited 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.

5. Vice-President

The Vice-President shall exercise the power and authority and perform the duties of the President in the absence or disability of the President. The Vice-President shall also serve as the President-elect in the event that the President's limit of consecutive terms has been met or the President chooses not to run, or is not selected for a second term.

Article Five. Committees

1. Standing Committees

The Standing Committees of the Board of Directors shall be as follows: a. Finance
b. Personnel c. Fundraising d. Membership, Outreach, and Advocacy
e. Programming & Policy f. Mass Communications Technologies

2. Appointment and Duties of the Standing Committee

Committee chairpersons shall be nominated by the President and elected by majority of the Board of Directors. The ~~members of each standing committee shall be nominated by the President~~ *President shall nominate the members of each standing committee*, after consultation with the chairpersons of such committee. The- membership shall elect two

of its members to sit on each Board committee, except the Personnel Committee. Committees shall consist of no fewer than 4 people and be responsible for developing relevant policy recommendations for Board consideration. Chairpersons of Committees are responsible for keeping minutes of their meetings and furnishing reports as requested.

3. Finance Committee

The Finance Committee shall review the annual financial statements, approve annual audit reports; and recommend to the Board the selection of, and fees to be paid to the independent certified public accountant for the Corporation. It shall 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 the 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 Finance Committee shall develop and recommend to the Board the annual budget, and shall regularly monitor the Corporation's expenses, and income.

4. Personnel Committee

The Personnel Committee shall develop the Corporation's personnel policies, job descriptions and advertisements. In addition, The Personnel Committee shall review and evaluate staff salaries and benefits and the performance of the Executive Director. The Personnel Committee shall be responsible for related personnel matters and grievances by employees. The Personnel Committee shall coordinate the hiring of the Executive Director.

5. Fundraising Committee

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

6. Membership, Outreach and Advocacy Committee

The Membership, Outreach, and Advocacy Committee shall develop and implement strategies for developing a broad based membership in the corporation which encourages and fosters the development and production of access and community programming- The Committee shall recommend to the Board of Directors an annual membership campaign and upon the adoption of an annual membership campaign by the Board of Directors, shall enlist Members of the Board of Directors, Members of the Members Advisory Committee, officers, members and other volunteers to assist in the implementation of the membership campaign. The Membership, Outreach, and Advocacy Committee shall advocate on a City, state, and national level for public policy

that will foster a healthy environment for the Corporation and other public access facilities nationwide.

7. Programming and Policy Committee

The Policy Committee shall develop, evaluate, and recommend the operating policies and procedures of the Corporation. The Policy Committee shall work with all Committees, which are considering ~~matters which~~ *matters that* may affect the policies.

The Programming and Policy Committee shall be responsible for ensuring that a wide variety of programming which addresses the interests and needs of Cambridge residents is available whether through the production or acquisition of such alternative programming.

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

The Programming and Policy Committee shall evaluate the use of the Corporation's access and community programming facilities and training and assistance made available to members of the community in order to encourage the use of said facilities.

The Programming and Policy Committee shall handle all appeals regarding application of the policies, membership status, and any other grievances of the members.

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

8. Mass Communications Technology Committee

The Mass Communications Technology Committee shall evaluate the use of the Corporation's access and community programming facilities and training and assistance made available to members of the community in order to encourage the use of said facilities. The Committee shall also be responsible for all capital expenditures. The Committee shall oversee matters regarding real estate and leases.

9. Other Committees

The Board of Directors may create such other committees and delegate such responsibilities to those committees as shall be considered desirable and ~~permissable~~*permissible* from time to time.

Article Six. CPAC Members Advisory Committee

1. Powers and Responsibility

The Members Advisory Committee (MAC) shall represent the interests of the membership of the Corporation by participating as voting members on all committees of the Board of Directors, with the exception of the Personnel Committee. The MAC shall plan an annual social event for the membership. The MAC is an advisory body, and shall represent the full diversity of the CCTV membership. An agenda and minutes of the Board of Directors shall be mailed to all MAC members. Reports of MAC meetings shall be made to the Board at their regular meeting.

2. Membership and Tenure on the Members Advisory Committee

The MAC shall be comprised of the 10 active access members who have been elected to five of the standing committees of the Board of Directors. Active members are those who have completed a program in the past 6 months or have a production in process.

Those elected will serve for a term of one year. They may serve no more than three consecutive terms.

3. Election

No later than sixty (60) days prior to the annual meeting of the Corporation, the Board of Directors shall solicit from the members of the Corporation and the general public nominees participate as voting members of the standing committees of the Board of Directors. Such nominees shall be considered to be broadly representative of the community interest as defined in Article 2, Section of the By-Laws. At least thirty (30) days prior to the annual meeting, a listing of the nominees shall be distributed to all access members of the Corporation, including short statements by each.

The election shall take place at the annual meeting of the corporation.

4. Removal of MAC Representatives, Vacancies

A MAC representative may be removed for cause upon the vote of 2/3rds of the MAC. Cause shall include, but not be limited to, consistent inability to work with others, disruptive influence, abuse of one's position, gross misrepresentation, harassment of others, or illegal CCTV related activities. Any MAC member proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the meeting of the MAC at which such removal is to be voted upon and shall be entitled to appear before and be heard by the MAC at such meeting prior to such vote for removal taking place.

In the event of any vacancy on the MAC the remaining members of the MAC may exercise the powers of the MAC until successors are elected. Any vacancy on the MAC shall be filled by a vote of the MAC upon receipt of nominations from the general membership. Members of MAC so chosen shall serve only until the Annual Meeting at

which time the Members of the Corporation will elect a person in accordance with Section 3 of this Article to fill the position for the duration of the un-expired term of the person whose absence caused the vacancy to exist.

5. Disqualification

No member of the Corporation's staff or applicant for a position with the Corporation shall serve as a member of the MAC. No close relative of the Corporation's staff shall serve as a member of the MAC nor shall any close relative of a member of the MAC be an employee of the Corporation. No officer, director, employee, or stockholder or close relative of an employee of the entity that holds the Cable License in the City of Cambridge or any of its affiliates may serve as a member of the MAC, nor shall any member of the MAC or close relatives become an employee of the Licensee or its affiliates. aside from the two MAC members so elected, MAC members or nominees for the MAC may not hold a seat on the Board of Directors.

6. Compensation

Members of the MAC shall receive no compensation for their services. In recognition of their time spent for the Corporation MAC members shall receive free classes and a discounted membership fee. Members of the MAC 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 therefore (if any) is filed with the clerk. No member of the MAC shall vote on any matter for which he or she is engaged to render service in an independent capacity.

7. Amendments

No part of Article 6 may be amended by the Board of Directors without consultation with the MAC.

Article Seven. Executive Director and Staff

The Board of Directors shall authorize such staff positions as may be necessary or appropriate to conduct the business of the Corporation. The Board of Directors shall appoint and set compensation for a Executive Director who shall hold office at the will of said Board.

The duties of the Executive Director shall be: to manage the day-to-day operations of the Corporation; carry out policies and programs established by the Board of Directors serve as consultant to the Board of Directors, and all committees of the Board; employ direct, supervise, and terminate services of other members of the staff; develop and annual work plan and prepare an annual report for the Board of Directors; and to perform such other duties and accept such other responsibilities as are prescribed by the Board.

By virtue of one's staff position with the corporation, one shall be considered members and receive the full benefits of membership in accordance with the corporation's personnel policies.

Article Eight. Reports

The Corporation shall issue an Annual Report, which shall be distributed to members at the Annual Meeting. The Annual Report shall include, among other things, information as to: Revenues and expenditures during the preceding year and a comparison of those amounts to the amounts previously budgeted; the number of people trained in the use of the Corporation's equipment; the nature and amount of programming produced by the Corporation; the nature and amount of programming produced in cooperation or conjunction with the Corporation; the number of persons and/or organization utilizing the community access programming facilities; actions taken to encourage broad-based utilization of the community access programming facilities; actions taken to coordinate the Corporation's programs and activities with those of other public and private organizations involved in the production of community-based programming for the Cambridge cable television system; complaints received about access operations, and actions taken by the Corporation to resolve such complaints; grants awarded by the Corporation for programming, the work of each committee of the Board of Directors.

Article Nine. 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 Audit

The account books of the Corporation shall be audited 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. A summary of this report shall be made available to the Members Advisory Committee and to members.

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 or such other staff, officer, or officers of the Board of Directors, or others who may from time to time be determined by resolution. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

4. Amendments

Any part or all of these By-Laws may be altered, amended or repealed from time to time by a two-thirds vote of the Board of Directors present at a regular or special meeting of the Board duly called for that purpose, provided that notice of the substance of the proposed alteration, amendment or repeal shall be stated in a notice for such meeting mailed to the Board of Directors no less than ten (10) days before such meeting and by a majority vote of the members at the annual meeting or a special meeting called therefore.

5. Conflict of Interest

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

All grants and other transactions shall be conducted at arms length and shall not violate the proscriptions on the Articles of Organization, these By-Laws, or any other applicable prohibition against the Corporation's use of 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), 503, or 504 of the Internal revenue Code and its regulations as they now exist or as they may be hereafter amended.

6. Seal

The Board of Directors shall approve and adopt a corporate seal, which shall be circular in form and 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.

7. Non-Discrimination

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

8. Dissolution

Cambridge Community television shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of CCTV. On dissolution of CCTV, and funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c) (3).

Article Ten. Indemnification

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 the Director of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which he/she becomes subject by reason of his/her being or having been an Officer or Director, whether or not he/she continues to be an Officer or Director at the time of the adjudication of such claim or liability. The Corporation shall also indemnify such Officer or Director for any and all legal and other expenses reasonably incurred by him/her in connection with any actual or threatened action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been such an Officer or Director, whether or not he continues to be an Officer or Director at the time of incurring such expenses. No Officer or Director shall be indemnified against any action, claim suit or proceeding in which he/she shall be finally adjudged liable by reason of his 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.