

Amended January 2006

**By-Laws of
Plymouth Area Community Access Television, Inc.**

Article I: Name

The name of this corporation shall be PLYMOUTH AREA COMMUNITY ACCESS TELEVISION, INCORPORATED (hereinafter in these bylaws referred to as the "Corporation"), unless and until changed by amendment of the Articles of Organization.

Article II: Purpose

The purpose of the Corporation shall be as set forth in the Articles of Organization and these By-Laws, including, but not limited to, producing community programming for the residents and organizations of Plymouth and other Plymouth area communities, allocating channel space and time to residents to cablecast programming and providing training to residents and organizations in the use of access facilities and equipment. 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. Membership in the Corporation shall be open to any other Plymouth Area community, upon such community reaching an appropriate agreement with the Board of Directors.

Article III: Membership

- Section 1. One Class of Membership
Membership shall consist the type of membership as designated under the rules and regulations established by the Board of Directors, and shall not be limited as to number.
- Section 2. Eligibility for Membership
All persons, firms, corporations, businesses, organizations, institutions and other entities in the Town of Plymouth and other Plymouth area communities, pursuant to Article 1, Section 2, who subscribe to the purpose of the Corporation and who support the Corporation by participation or with a contribution of money, service or equipment shall be eligible to election to membership in the Corporation. All persons serving on the Board of Directors shall automatically become members of the Corporation upon election to the Board. All members shall have a right to notice of and attendance at meetings of the Corporation. Any person interested in becoming a member of the Corporation shall submit a written application, on a form approved by the Board of Directors.
- Section 3: Voting Rights
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 Secretary of the Corporation prior to the exercise thereof.

Article IV: Board of Directors

- Section 1. Powers and Duties

The Board of Directors shall have general power to control and manage the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors and shall have full authority with respect to the distribution and payment of the moneys received by the Corporation from time to time; provided, however, that the fundamental and basic purposes of the Corporation, as expressed in the Articles of Organization, shall not thereby be amended or changed, and provided further, that the Board of Directors shall not permit any part of the net earnings or capital of the Corporation in inure to the benefit of any private individual.

- Section 2. Number and Appointment to Office

The number of directors shall not be fewer than five (5) and not greater than nine (9). Within the limits prescribed by these by-laws, the number of Directors shall be such as may be fixed from time to time. A Director need not be a member of the Corporation prior to his or her appointment to the Board of Directors. 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 2A. Appointment of Board Members

Board seats with the exception of that of the Advisory Committee shall be filled by appointment by the existing board when vacancies arise.

- Section 3. Term of Office

The initial Directors shall be persons named in the Articles of Organization. Directors shall serve for a two (2) year term. No Director may serve more than 3 consecutive terms, totaling more than 6 years.

- 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 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 majority vote of those present and voting at a regular or special meeting of the Board of Directors. 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.

- Section 5. 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.

- Section 6. Disqualification

No member of the Corporation's staff shall serve as a member of the Board of Directors. 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 employee nor close relative of an employee of the Plymouth Cable Television Licensee, or its parent or affiliates, may serve as a member of the Board of Directors, nor shall any Director or close relative become an employee of the cable licensee, its parent or its affiliates.

- Section 7. Compensation

Directors as such shall receive no compensation for their services, provided that by resolution of the Board of Directors, expenses of attendance at each annual or special meeting of the Board, if any, may be reimbursed. A Director shall not be precluded from service 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 Secretary of the Corporation. If appropriate, a formal agreement with said Director shall 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 shall be precluded from voting on such formal agreement, or on any issue coming before the Board that relates to such service.

Article V. 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 by-laws shall be held at such times as the Board of Directors may fix from time to time. Meetings of the Directors may be held by telephone conference call or such other means as designation by the Board of Directors.

- Section 2. Special Meetings

Special meetings of the Directors may be called by the President, or by a majority of the Directors and shall be held at such time and for such purposes as may be specified in the call for said meeting, with reasonable notice given to each Director as provided in Section 3 below.

- Section 3. Notice of Meetings

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

- Section 4. Quorum

A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Directors.

Article VI. Meetings of Members

- Section 1. Annual Meeting

An annual meeting of the membership shall be held the fourth Wednesday in March at 7:30PM at the principal office of the Corporation in Plymouth, or at such other time and place as the Board of Directors shall from time to time designate. At such time, the members shall elect Directors and may transact such business as may be done in accordance with law, the Articles of Organization of the Corporation and these by-laws.

- Section 2. Special Meetings
A special meeting of the Corporation may be called at any time by the President of the Corporation, the Board of Directors, or by receipt of the Secretary of the Corporation of a written request by a majority of Board members. Special meetings shall be convened not less than ten (10) days nor more than forty-five (45) days after being called.
- Section 3. Place for Meetings
All meetings of the Corporation shall be held at the principal office of the Corporation in Plymouth, or at such other places as the Board of Directors may fix 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 Meetings
Notice of regular and special meetings of the members shall be given at least fourteen (14) 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. If eighty percent (80%) of the members of record entitled to vote at the meeting do not have addresses of record within the territory of general circulation of the newspaper required for official publication, the notice shall also be published in the newspapers which have an aggregate territory of general circulation which includes the addresses of record of at least eighty percent (80%) of such members of record.
- Section 5. Presiding Officers
The President of the Corporation shall preside at all regular or special meetings of the members, and the Secretary of the Corporation shall record the minutes of all such meetings.
- 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 of 5% of the membership 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 shall be the acts of the members.

Article VII. Officers

- Section 1. Officers
The officers of the Corporation shall include a President, Vice-President, a Secretary, and a Treasurer. All officers shall be elected by the Board of Directors from the Board of Directors. Election of officers shall take place at the first regular Board Meeting after the Annual Meeting. No person shall hold more than one office at any one time. Each officer of the Corporation shall be elected annually and shall hold office until the first regular Board Meeting after the Annual Meeting.
- Section 2. Duties of President
The President shall be the chief executive officer of the Corporation. The President shall make a report on the affairs of the Corporation at each meeting of the members and Directors, and shall see that all orders and resolutions of the members and Directors are carried into effect; subject, however, to the right of members or the Directors to delegate to any other person any specific delegable duties. The President shall execute in the name of the Corporation all deeds, bonds, mortgages, written contracts and other documents and, when necessary or proper, shall affix thereto the corporate seal. The President shall be the chairperson of the Executive Committee and shall appoint the chairpersons of all

other committees excepting that of the Advisory Committee. The President shall be an ex-officio member of all committees and shall perform such other duties as are usually incident to his or her office or may be required by the Directors.

- Section 3. Duties of Vice President

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

- Section 4. Duties of the Secretary

The Secretary shall issue notices of Directors' and membership meetings as hereinbefore set forth, shall attend and keep the minutes of the same in suitable minute books, shall attest the signing and sealing by the President of all instruments requiring the corporate seal these by-laws or by law, 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.

- Section 5. Duties of the Treasurer

The Treasurer of the Corporation shall be the chief financial officer and shall have custody and control of all funds and valuables of the Corporation. The Treasurer shall received the funds of the Corporation and shall make disbursements therefrom and shall keep regular books of account showing receipts and disbursements, and shall submit a monthly financial statement and an annual audited statement of all such receipts and disbursements to the Board of Directors for their examination and approval. The Treasurer shall 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 shall also perform the duties of the President in the absence or incapacity of both the President and Vice-President. The Treasurer shall also perform such other duties as are incident to his or her office or as may be required by the Directors.

- Section 6. 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 shall 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 judgement 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 shall 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 VIII. Committees

- Section 1. Standing Committees

The standing committees of the Corporation shall include the following:

- a. Finance Committee
- b. Personnel Committee
- c. Advisory Committee

- Section 2. Appointment and Functions of Standing Committees

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

- Section 3. Finance Committee

Based on the proposals from the Corporation's Executive Director and committee chairpersons, the Finance Committee shall develop and recommend to the Board of Directors the annual budget; shall monitor the Corporation's expenses and income; and shall recommend budget adjustments to the Board of Directors as needed. The Finance Committee shall review the annual financial statements; approve annual audit reports; and recommend to the Board of Directors 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 monitor and report to the Board 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.

- Section 4. Personnel Committee

The Personnel Committee shall formulate and recommend to the Board of Directors for their approval a comprehensive Personnel Policy manual and job descriptions for the Corporation's personnel, and amend such descriptions from time to time. The Personnel Committee shall annually review, evaluate and set goals for the Executive Director.

- Section 7. Advisory Committee

The Advisory Committee shall consist of members of the Corporation. . The Chair will be elected from the Advisory Committee's membership for a one year term and will serve as a voting member on the Board of Directors for that year as the Advisory Committee's representative. The Advisory Committee chairperson's seat will comprise one of the appointed seats on the Board of Directors.

- Section 8. Other Committees

The President may appoint, with the approval of the Board of Directors, 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 IX. Executive Director

- The Executive Director shall 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, shall supervise the daily operations of the other employees and shall have additional authority and duties, as the Board of Directors may from time to time prescribe. All such policies, directions and duties shall be communicated to the Executive Director

through the President of the Corporation, or by the chairperson of the Personnel Committee. The Executive Director shall report to and be directly responsible to the President of the Corporation.

- The Executive Director shall be entitled to compensation for his or her services. The Board of Directors shall provide a job description and specify salary, terms of service, and other provisions as appropriate. The Executive Director shall not be deemed a member of the Board of Directors, nor shall he or she be deemed to be an officer of the Corporation.

Article X. Indemnification

- The Corporation shall, 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, reasonable 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 which 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 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 reasonable 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 180I 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 XI. 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, 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, shall be returned to the Board of Selectmen or the executive authority of all towns contributing to the Corporation, in proportion to the percentage of the total contribution of each. Money and property returned to such executive authorities is to be accompanied by a statement that such money and property is to be expended for cable television purposes only, either by the executive authorities of such towns, or by their designees.

Article XII. Miscellaneous

- Section 1. Seal
The Seal of the Corporation shall consist of a flat-faced circular die with the name of the Corporation, its state of incorporation and the year of its organization cut or engraved thereon.
- Section 2. Notice
Whenever written notice is required to be given to any person, it may be given to such person 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 shall be the twelve (12) months ending December 31st of any given year, except as from time to time otherwise determined by the Board of Directors.
- Section 4. Notes, Checks, Etc.
All notes, drafts, checks and other orders for the payment of money shall be signed by the President and/or 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 or 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 XIII. Amendments

- Any part or all of these by-laws may be altered, amended or repealed by a two-thirds (2/3) 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 seven (7) days before such meeting.