

**BY-LAWS
OF
PITTSFIELD COMMUNITY CABLE
BROADCASTING, INC.**

ARTICLE I

NAME I

The Name of the Corporation shall be PITTSFIELD COMMUNITY CABLE BROADCASTING, INC.

PURPOSE II

Section 1.

The purposes for which the Corporation is formed are as follows:

- a. The Corporation shall be operated exclusively for educational, non-commercial and community purposes. The corporation shall not be organized or operated for profit nor shall any part of its assets or net earnings inure to the benefit of any private individuals or officers except as compensation for services rendered.
- b. To produce, create, direct, organize, edit and perform any and all such acts necessary to provide local, community-oriented media programs.
- c. To enter into, make and perform contracts of every kind and description.
- d. To borrow or raise monies for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments, and evidence of indebtedness, and to secure the payment of any there and of the interest thereon by mortgage upon pledge, conveyance or assigned in trust of the whole or part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

e. To have one or more offices and to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property.

f. To have and exercise all powers incidental to the foregoing purposes and to do any other acts permitted to a Corporation organized under Chapter 180 of the Massachusetts General Laws.

ARTICLE II

OFFICES

The Corporation shall maintain a reasonably accessible place of business that shall have a separately listed telephone number and shall be opened to the public during stated business hours.

The principal office of the Corporation is currently located at 4 Federico Drive, Pittsfield, Massachusetts and shall be opened during stated business hours. The telephone number is 413-445-4234.

The Corporation may have such other offices as may be deemed necessary or convenient by the Board of Directors to the carrying on of the purposes for which the Corporation is organized and such other offices may be discontinued at the pleasure of the Board.

ARTICLE III

MEMBERSHIP

Section 1. (a)

Voting Members: The Corporation shall have one (1) class of voting members. Any person having residence in the City of Pittsfield, person working in the City of Pittsfield (or having retired from such a position in the City of Pittsfield), or a representative of an organization based in and serving the City of Pittsfield, eighteen (18) years or older, may become a member and thereby have voting rights upon affirmatively

indicating interest in membership and agreeing in writing to abide by the Corporation's duly adopted rules, regulations and these By-laws.

Section 1. (b)

Residence: The Corporation defines "Residence" as the principal place of domicile which means the true, fixed and permanent home. The Corporation may consider any and all records and documents which identify or purport to identify a member's residence or which otherwise provide evidence of such residence.

Section 2.

Associate Members: The Corporation shall have such class or classes of associate, non-voting, membership as may be lawfully established. Any individual associated with an organizational member, any resident of Berkshire County, or person working in Berkshire County may become an associate member upon affirmatively indicating interest in associate membership and agreeing in writing to abide by the Corporation's duly adopted rules.

Section 3. (a)

Membership Fees: By authority granted within these By-Laws, the Board of Directors may initiate membership fees for both the voting and associate members. The membership application shall specify each membership type exactly how many members have voting rights. Applications for memberships shall include the names of the voting and non-voting members.

Section 3. (b)

Present members who previously qualified for membership under Article III, Section 1 (a), but no longer qualify, may retain membership as long as they continuously renew such membership.

Section 4.

Powers of Membership: The members shall have the powers conferred upon them by the provisions of Chapter 180 of the Massachusetts General Laws. In addition, they shall have the power to amend the Articles of Organization of the Corporation by two-thirds vote of the members present at an Annual or Special meeting of the members.

Section 5.

Voting Rights: Each voting member (as described in Article III, Section 1 (a)) shall be entitled to one vote on each matter submitted to a vote of the members.

Section 6.

Termination of Membership: The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing. If suspended or expelled, a member cannot exercise the rights and privileges of membership until or unless reinstated as a member. Any such member, officer or Director proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 7.

Resignation: Any member may resign by filing a written resignation with the Clerk, or by failing to pay membership fees at time of renewal.

Section 8.

Reinstatement: Upon written request signed by a former member and filed with the Clerk, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate, in its sole discretion.

Section 9.

It shall be a condition preceding membership, associate membership or continuation of said memberships that any person producing or broadcasting any program on any media platform operated by the Corporation that such member or associate member shall assume responsibility for the contents thereof, it being and having been the role of the Corporation relative to independent producers to provide a forum not subject to prior restraint; provided, however, the Corporation reserves the right to exercise editorial control of the programs of its own employees and to exercise such editorial control in the event the United States Congress, the Federal Communications Commission or any controlling law or body may in the future require the same.

ARTICLE IV

ANNUAL AND SPECIAL MEETINGS OF THE MEMBERSHIP

Section 1.

Annual Meeting: Each year an Annual Meeting shall be held within ninety (90) days of the close of the Corporation's fiscal year. The meeting shall be held at a time and place within the City of Pittsfield, Massachusetts to be designated by the Board of Directors. All members are to receive written notice of the Annual Meeting a minimum of ten (10) days in advance of all Annual Meetings, together with an agenda of the subjects to be considered at the meeting.

Section 2.

Special Meetings: Special Meetings of the members may be called by the President or by a majority of the Board of Directors, or shall be called by the Clerk upon written application of ten or more members. Notice of such Special Meeting, stating the time, purpose and place, shall be sent to each member in the same manner as hereinabove provided as in the case of the Annual Meeting.

Section 3.

Voting Requirements: In order to vote at an Annual Meeting or Special Meeting of the Membership, any approved membership fees must be paid by the first of the month prior to such meeting (i.e. if meeting on September 15, dues must be paid by August 1; if meeting April 13, dues are to be paid March 1). Under no circumstances will a person be allowed to vote unless the full cost of an Individual membership has been paid. No voting member will be allowed more than one vote, regardless of the number of memberships they have. Members who have resigned, been suspended, expelled, or terminated, shall be considered not to be in good standing and will not receive invitations to Annual or Special Meetings of the Membership, nor will they be allowed to vote at such meetings.

Section 4.

Notice of Meetings; Waiver of Notice: To the extent permitted by applicable law, the giving of notice to members pursuant to any law, pursuant to the By-Laws of the Corporation or pursuant to voluntary action of the Corporation, shall apply to members but need not apply to associate members. It is the intention of the Corporation to afford members and associate members equal status within the Corporation, except that members, but **not** associate members, shall have voting privileges and the right to hold office. Whenever under the provisions of any law or under the provisions of the Articles of Organization or Bylaws of the Corporation, the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the Corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by her attorney thereunto authorized.

Section 5.

Absentee Voting: The Corporation will not allow voting by proxy. However, qualified voters may obtain an absentee ballot from the offices of the Corporation prior to any scheduled votes. The absentee ballot must be hand delivered to an authorized employee of the Corporation at the offices of the Corporation no later than 12:00 pm on the day of the applicable meeting. At the time of submission of the absentee ballot, authorized employees of the Corporation shall determine the eligibility of the voter and mark the membership records that such person has submitted an absentee ballot. The absentee ballots shall be kept in a secure place within the Corporation and shall not be opened until such time as all other votes are cast and counted. The absentee ballots shall have the same force and effect as votes cast in person.

Section 6.

Quorum: Thirteen members shall constitute a quorum of the membership, and the acts of the majority of the members present at a meeting at which a quorum exists shall be the act of the membership of the Corporation.

Section 7.

Action by Conference Call, Video Conference, Etc. At the discretion of the Board of Directors, action of the members may be taken by participation in a meeting by means of a conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time; participation by such means shall constitute presence in person at the meeting.

Section 8.

Compensation and expenses: Members (with the exception of employees) shall not receive any stated salary for their services. The Board of Directors shall have power in its discretion to contract for, and to pay special compensation to members rendering unusual or special services to the Corporation, appropriate to the value of such services.

Section 9.

Reports: The Board of Directors shall present to the members at each Annual Meeting a report upon the condition and affairs of the Corporation.

ARTICLE V

BOARD OF DIRECTORS

Section 1.

The Corporation shall consist of thirteen (13) Directors, all of whom MUST be members of the corporation as previously described in Article III (and any amendments thereto.) These thirteen (13) Directors will be elected by the membership. In addition, the Mayor of the City of Pittsfield, or their designee, will be a non-voting, ad hoc member of the Board and will be notified of all meetings and receive all reports in the same manner as the elected Board members.

The Nominating/Board Development (or such other Board approved committee

with similar charter) will accept nominations for annual elections by the first of the month prior to such meeting (i.e. if meeting on September 15, nominations are due by August 1; if meeting April 13, nominations are due by March 1). The Committee will present its recommended slate of candidates to the Board of Directors.

Section 2.

Term of Office: The Directors shall be elected by the membership in staggered terms of three years each.

Section 3.

Vacancy: In the event of a vacancy, the remaining Board members will make every effort to appoint a new member to the Board to fill said vacancy within sixty (60) days. The appointee shall serve until the next Annual Meeting of the membership at which time a successor shall be elected by the members to fill the remainder of said unexpired term. Notice of vacancies on the elected Board shall be posted at the offices of the Corporation for two weeks following the formal notice and acceptance of such vacancy.

Section 4.

Powers and Responsibilities: The Board of Directors shall have the active management and supervision of the affairs of the Corporation and of the investment and reinvestment of its funds from whatever source derived (whether they be contributions, donations, current earnings, the income or increase thereof or otherwise), and shall have control over the appropriation and expenditure of said funds or any of them conformably to these By-Laws for such of the Corporation's purposes and in such proportions, whether from capital, income or otherwise, as the Board of Directors may from time to time determine. In the management and control of the property, business and affairs of the Corporation, the Board of Directors is hereby vested with all the powers possessed by the Corporation itself insofar as this delegation of authority is not inconsistent with the laws of the Commonwealth of Massachusetts, the Charter of the Corporation and these By-Laws, and in particular, the Board of Directors is vested with all authority to buy, sell, lease, mortgage, pledge or otherwise encumber or transfer any and all real estate of the Corporation, or to buy, sell, lease or otherwise acquire additional real estate, to borrow or raise monies for any of the purposes of the Corporation, and from time to time without limit as to the amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such

bonds or other obligations of the Corporation for its corporate purposes; to lend to any person, firm or corporation any of its funds either with or without securities.

Section 5.

Regular Meetings: The Board of Directors shall meet at least six (6) times per year. The Board shall meet at the principal office of the Corporation or at such other reasonable place, including electronic and virtual means, as may from time to time be fixed by resolution or specified in the notice of the meeting.

Section 6.

Special Meetings: Special Meetings may be held at any time upon the call of the President or upon written notice from three (3) Directors given or sent to the Clerk at least three (3) days prior to the proposed date of the meeting. Such notice shall specify the purpose of the proposed meeting.

Section 7.

Quorum: The presence of a majority of the Board of Directors acting at a meeting duly assembled, shall constitute a quorum for the transaction of business, and the act of the majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors. If less than a quorum is present, a majority of the Directors present may adjourn the meeting without further notice, from time to time until a quorum shall have been obtained.

Section 8.

Expulsion: If any member of the Board of Directors shall fail to attend four (4) consecutive meetings of the Board of Directors, any Director may recommend to the full Board that such member be removed from the Board, and, if appropriate, following a hearing on the matter, shall act upon such recommendation at the next Regular or Special Meeting of the Board of Directors.

Section 9.

Contracts and Services: The Directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be

acting as individuals, or as Directors of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, Directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the Directors or officers are personally interested as shareholders, Directors or otherwise shall be at arm's length and not violative of the proscriptions in the Certificate of Incorporation against the Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transactions, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, or other action.

Section 10.

Compensation: Directors shall not receive any stated salary for their services as such. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

ARTICLE VI

OFFICERS

Section 1.

The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Clerk, a Treasurer, and such other Officers as the Board of Directors may desire. The Officers of the Corporation will constitute its Executive Committee.

Section 2.

Election: The first order of business at the first Board of Directors meeting following the Annual Meeting, shall be the election of Officers, the first to be the Clerk. The outgoing President shall serve ex officio as the Temporary President for this election procedure. The newly elected Officers shall take office immediately following such election. All nominations shall have the consent of the nominee. The election shall be

by ballot except that when there is but one (1) nominee for each office, the Temporary President may instruct the Clerk to cast one (1) ballot for every nominee. A majority vote of those qualified to vote shall constitute an election.

Section 3.

So far as is permitted by law, any two or more offices may be filled by the same person. Subject to law, to the Articles of Organization and to other provisions of these By-Laws, each Officer shall hold office until the next Annual Meeting or Special Meeting in place thereof of the members until a successor is elected and qualified. Each Officer, subject to these By-Laws, has in addition to the duties and powers herein set forth, such duties and powers as the Board of Directors shall from time to time designate.

Section 4.

Reports: All officers shall render reports to the Board of Directors at such time and in such detail as the Board of Directors may require.

Section 5.

Term Limits: All officers, including the President, are to be elected to and serve a three-year term in their respective offices, with the option of being elected to that office for a second consecutive term; however, the officer would not be eligible to serve a third consecutive term, and may only serve in that same office again after a 3-year hiatus.

Section 6.

Removal: The members of the Board of Directors may for cause and by a majority vote, remove any Officers or other persons elected or appointed by them or it respectively.

Section 7.

Resignation: Any Officer shall resign in writing, such resignation to take effect from the time of its acceptance by the Board of Directors, unless some time be fixed in the resignation, and in that case, such resignation shall take effect from the time so designated therein.

Section 8.

Vacancies: Any vacancies in any office, however occasioned, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VII

PRESIDENT AND VICE PRESIDENTS

Section 1.

President: The President shall be the Chief Executive Officer of the Corporation. Except as otherwise voted by the Board of Directors, this Officer shall preside at all meetings of the members and of the Board of Directors at which they are present. The President shall have custody of the Treasurer's bond, if any.

Section 2.

Vice-President(s): The Corporation shall have at least one duly elected Vice-President. In the absence of the President, the elected Vice-President shall have all the rights, duties and privileges of the President. In the event a vacancy occurs in the office of President, the elected Vice-President shall automatically assume all duties of the President as described in the By-Laws, and will complete the term of office of the President.

The Board may also choose to elect other Vice-Presidents with such special titles and powers as the Board shall from time to time designate.

Section 3.

Officer Succession: The Vice-President shall expect to succeed the current President at the end of the President's three-year term in office (or a second three-year term, should they be elected for such). The final year of this term of office shall be a transition year, during which time the incoming President is mentored by the current President. At such time the Vice-President assumes the office of President, the Assistant Vice-President shall expect to succeed the current Vice-President.

The Board of Directors may convene a special meeting for the purpose of electing a new President if the Vice-President is unwilling or unable to assume such duties or may hold the election at a regularly scheduled Board meeting.

ARTICLE VIII

CLERK

Section 1.

The Clerk shall keep the Agreement of Association, an attested copy of the Articles of Organization and Articles in Amendment of said agreement or of said articles and of these By-Laws, with a reference on the margin of these By-Laws to all amendments thereof, and a true record of all meetings of members shall be kept therefore, and shall be accessible at all reasonable times for the inspection by any member. In the absence of the Clerk, or the Assistant Clerk, if any, at any such meeting, a Temporary Clerk shall be chosen, who shall record the proceedings of such meeting. The Clerk, the Assistant Clerk, and such Temporary Clerk shall be sworn.

Section 2.

The Clerk shall also keep or cause to be kept the membership records of the Corporation, which shall contain a complete list of all members and their residences, at an office of the Corporation in the Commonwealth of Massachusetts for inspection by the members.

Section 3.

The Clerk shall also keep accurate minutes of all meetings of the Board of Directors and, in their absence from any such meeting, and in the absence of the Assistant Clerk, if any, a Temporary Clerk shall be sworn and shall record the proceedings of such meetings.

ARTICLE IX

TREASURER

Section 1.

The Treasurer shall, subject to the direction and under the supervision of the Board of Directors, have general charge of the financial concerns of the Corporation and the care and custody of the funds and valuable papers of the Corporation, except their own bond, if any, and shall have power to endorse for deposit or collection all notes, checks, drafts and other obligations for the payment of money payable to the Corporation or its order, and to accept drafts on behalf of the Corporation. If required by the Board of Directors, they shall give bond for the faithful performance of their duty in such form, in such sum, and with such sureties as the Board of Directors shall require. All checks shall be signed by such persons as the Board of Directors shall designate. All checks over such dollar limit as set by the Board of Directors shall be signed by such persons and countersigned by the Treasurer, or in the Treasurer's absence, by a designee of the Board.

ARTICLE X

COMMITTEES

Committee of Directors: The Board of Directors may, by resolution adopted by a majority of the Directors, designate one or more committees. However, the Standing Committees of the Board shall be the Executive Committee (described in Article VI, Section 1), the Finance Committee, and the Nominating/Board Development Committee. Any committee that is authorized by the Board, and delegated any management functions, must conform to the same requirements as the Board.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall, to the extent legally permissible, indemnify each of its Directors and Officers (including persons who serve at its request as Directors, Officers or Trustees of another organization in which it has any interest as a shareholder, creditor or otherwise) against all liabilities and expenses, including counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding 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 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 in any proceedings not to have acted in good faith in the reasonable belief that his actions was in the best interest of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director or Officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests 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, provided that there has been obtained 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 believe that his action was in the best interest of the Corporation. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or Officer may be entitled. As used in this paragraph, the terms "Director" and "Officer" include their respective heirs, executors and administrators, and an "interested" Director or Officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds are impending. Nothing contained in this section shall affect any right to indemnification to which corporate personnel other than Directors and Officers may be entitled by contract or otherwise by law.

ARTICLE XII

EXECUTION OF PAPERS

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts except as approved and other obligations, made, accepted and

endorsed by the Corporation shall be signed by the President or by the Treasurer.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first of July and end on the last day of June in each year.

ARTICLE XIV

AGREEMENT OF ASSOCIATION

ARTICLES OF ORGANIZATION AND CORPORATE CHARTER

The provisions of the Agreement of Association, Articles of Organization and Corporate Charter, as they may from time to time exist, are a part of these By-Laws.

ARTICLE XV

LIABILITY OF MEMBERS

No member, Officer, or Directors of the Corporation shall be subject to any liability or assessment for the debts or obligations of the Corporation.

ARTICLE XVI

SEAL

The Board of Directors shall provide a corporate seal that 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."

ARTICLE XVII

AMENDMENTS

These By-Laws may be amended, altered, added to or repealed at any regular or special meeting of the members by a super majority (two-thirds) vote of the members present, provided that notice of the proposed amendment, addition, alteration or repeal is given in the notice of such meeting, and new By-Laws may be adopted.

ARTICLE XVIII

DISTRIBUTION OF NET EARNINGS OF THE CORPORATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, Officers, or firms to which money has been lent, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision (a) by a corporation except from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 10 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law).

ARTICLE XVIII

DISSOLUTION OF CORPORATION

Upon dissolution, all assets of the Corporation shall become the property of the City of Pittsfield.
