

MANCHESTER COMMUNITY ACCESS MEDIA CORPORATION BY-LAWS

Mission Statement

The Manchester Community Access Media Corporation was organized to develop, promote and facilitate, access and training for any Manchester resident to create television programs and have those programs cablecast throughout the City of Manchester.

MCAM, Inc. will be the primary outlet and opportunity for Manchester citizens to express ideas & opinions, art & information for every walk of life and every viewpoint, through cablecast television media, the internet, radio, print or other technologies. The corporation shall assure non-commercial, non-discriminatory and uncensored use of the facility, channels and opportunities.

ARTICLE I. DEFINITIONS

The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used:

Articles of Agreement. The term "Articles of Agreement" shall mean the Articles of Agreement of MCAM, filed in the offices of the New Hampshire Secretary of State, as the same may be amended from time to time.

Board. The term "Board" shall mean the Board of Directors of MCAM.

Bylaws. The term "Bylaws" shall mean the Bylaws of MCAM.

Director. The term "Director" shall in all cases refer to a person or persons serving as regular directors of the Board with authority to vote and be counted in determining the existence of a quorum.

MCAM. The term "MCAM" shall mean Manchester Community Access Media, Inc., a voluntary non-profit corporation, organized pursuant to New Hampshire RSA 292.

Majority. The term "Majority" shall mean more than fifty percent (50%) of the applicable total.

Producer. A recognized public program and content creator for the access channel.

Officer. The term "Officer" shall mean one or more of the positions as set forth in Article VII hereof.

State. The term "State" shall mean the State of New Hampshire unless otherwise specifically indicated.

ARTICLE II. NAME

Section 2.01—Name

The name of the organization shall be Manchester Community Access Media, Inc, hereinafter referred to as "MCAM, Inc".

ARTICLE III. OFFICES OF THE CORPORATION

Section 3.01—Principal Office

The principal office for the transaction of the activities and affairs of MCAM, Inc shall be located within the City of Manchester, New Hampshire.

Section 3.02—Registered Office and Registered Agent

MCAM, Inc shall have and continuously maintain in the State of New Hampshire a registered office, and a registered agent whose office is identical with such registered office, as required by New Hampshire non-profit corporation law. The registered office may be, but need not be, the same as its principal office in the State of New Hampshire. The registered office or the registered agent at such office, or both, may be changed from time-to-time by the Board of Directors by compliance with applicable provisions of New Hampshire non-profit corporation law.

ARTICLE IV. PURPOSES

Section 4.01—Purposes

This Corporation is formed for scientific, educational, and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Its specific purposes are:

- (a.) To support, manage, produce, and distribute noncommercial, community based media programs
- (b.) To develop and promote the concept of community (public) access to existing and future communications media.
- (c.) To establish, maintain and operate one (1) or more media access center(s):
 - (1.) To educate and train individuals and nonprofit organizations and institutions in the use of various media tools and techniques.
 - (2.) To provide individuals and nonprofit organizations and institutions with access to various media tools and assistance in their use.
 - (3.) To promote programs and support the use of various media as vehicles of artistic expression.
 - (4.) To establish, maintain and operate a system or systems for the distribution of various non-commercial media programs and materials, in the public interest.
- (d.) To facilitate the use of access channel(s) as a public forum; which promotes a free exchange of ideas and information;
- (e.) To promote and develop activities and programs for the optimal utilization of the cable communications system(s) for community purposes;
- (f.) To serve access viewers and users with programs reflecting the activities, concerns, and interests of the residents of the Manchester area in a manner that promotes a free exchange of ideas and information;
- (g.) To create and maintain an environment which enables a diversity of peoples and viewpoints and ensures that no individual is discriminated against with regard to directorship, services, access to information or any activity because of race, national origin, sex, age, sexual preference, religion, disability, political affiliation, or economic status.
- (h.) To make recommendations to users and to cable communication franchisee(s) in regard to access services and institutional network services;
- (i.) To apply for and to receive contributions, grants, donations, and loans of all types from individuals, organizations, profit and nonprofit, public and private corporations, government agencies and others to support these purposes;
- (j.) To determine and conduct or support any and all other lawful things in furtherance of the foregoing charitable and educational purposes, either, manifest or latent.

ARTICLE V. THE BOARD OF DIRECTORS

Section 5.01—General Powers of the Board of Directors

Subject to the provisions and limitations of New Hampshire non-profit corporation law and any other applicable laws and subject to any limitations of the Articles of Incorporation or the Bylaws, MCAM, Inc's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

Section 5.02—Qualifications

(a) All individual directors of the Board must be residents of the State of New Hampshire or work for a non-profit corporation that serves New Hampshire.

Section 5.03—Composition of the Board of Directors

(a) A best effort shall be made to comprise a board that properly reflects the diversity of the City of Manchester.

(b) The Board of Directors shall consist of no less than eleven (11) nor more than nineteen (19) voting directors;

(c) The Mayor of the City of Manchester, NH may appoint one (1) voting director to the Board of Directors. This director's term shall be one (1) year and renewable upon the Mayor's discretion;

(d) In the event that the Mayor's appointee to the Board of Directors is removed or resigns, notice will be sent to the Mayor's Office within 30 days;

(e) No more than 1/3 of the entire sitting board shall be comprised of MCAM Producers

(f) The Chairman of the Board shall not be an active MCAM Producer within the previous six months, unless the Chairman is the Mayor's Appointment

(g) The MCAM Executive Director will be an ex officio voting director of the Board

Section 5.04—Terms of Board Directors

(a) A term of each Director shall end on the date of the Annual Meeting (October) nearest the end of his or her term, but not before a successor is duly elected and qualified.

(c) All future Directors will be nominated by the Nominating Committee and voted by the whole Board, with the exception of the Producer Representative;

Section 5.05 – Nomination and Election of the Producer Representative to the Board

(A) The nomination and election process for Producer Representative to the MCAM Board of Directors shall be conducted by the Executive Director (or someone appointed by the Board) under the process outlined in this section. Neither the nomination nor election ballot shall be conducted via e-mail or proxy.

(B) **Nomination Process:** The nomination process determines the election ballot. The nomination process is to be conducted by printed, secret ballot (approximate timeline is noted below—MCAM staff will set and post the exact dates each year; with the intention of having an elected Representative chosen for the October meeting) and shall be conducted through the US Mail as follows:

1. Distribution of a *Nominating Form* will be mailed to all Producers in good-standing 60 days prior to the annual meeting.
2. Producers will be asked to nominate one person (including themselves) and write a paragraph supporting or stating the views of the nominee as it pertains to their potential MCAM Directorship interests.
3. All nominees and statements will be tallied and recorded for inclusion on the *Official Ballot* and delivered by mail, postmarked or in hand to MCAM staff by 45 days prior to the election.
4. The Official Ballot shall be prepared and distributed via mail 30 days prior to the election

(C) **Election Process:** The election process is to be conducted by written, secret ballot and shall be conducted through the mail:

1. MCAM will distribute Official ballots with the candidate names and their statement to active Producers; each directorship tier shall be eligible for one (1) vote.
2. Producer will have twenty (20) days to mark and return their official ballot; an MCAM staff director must mark each ballot for authenticity before it will be received. All Official Ballots must be postmarked or delivered in hand to MCAM staff 10 days prior to the election.
3. Counting the ballots will be announced and supervised by the Executive Director and the Chairman of the MCAM Policy and Procedures Committee or a Board Director chosen by the Chairman.
4. The official ballot counting process and announcement will take place on or before the first week of October

(D) The nominee with the highest number of votes (simple majority) shall be the elected representative; in the event of tie, the sitting Board will choose from among the finalists. The winning nominee will be accepted at the next full Board meeting as a voting Director. The Producer Representative position is not eligible to serve as Chair of the Board.

Section 5.06—Resignation

(a) Any Director may resign effective upon giving written notice to the Chairperson or the Secretary, unless the notice specifies a later time for the resignation to become effective. Except on notice to the Attorney General, no Director may resign when MCAM, Inc would then be left without a duly elected Director in charge of its affairs.

(b) Failure of a Director to participate in three (3) consecutive Board meetings may be deemed a

voluntary resignation from office. At that time the Chairperson may request the Director's resignation. Exceptions may be granted by resolution of the Board.

Section 5.07—Events Causing Vacancies

(a) A vacancy or vacancies on the Board shall exist on the occurrence of the following: (1) the death or resignation of any Director; (2) three-quarter vote of the Board. The removal of an Appointed or Designated Director by the directors must be approved by the Board.

Section 5.08—Filling Vacancies

Vacancies on the Board of elected or appointed Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Vacancies of Designated Directors shall be filled by the entity that designated the departing Director. The Directors so appointed shall serve the remaining term of the vacant seat.

Section 5.09—Regular Meetings

The Board of Directors shall schedule regular meetings for the transaction of MCAM, Inc business and shall schedule these meetings at least quarterly throughout the year. Regular meetings will be held at a time and place determined by resolution of the Board without other notice than such resolution. Schedules and notices of Board meetings will be made available to the public and prominently posted in the office of MCAM, Inc. The minutes of the previous meetings shall be prominently posted on the MCAM website.

Section 5.10—Annual Meeting

The Board will hold their Annual Meeting in October within thirty (30) days after the end of their fiscal year. Written notice of the time and place of special meetings shall be posted to the public at least two weeks prior.

Section 5.11—Organizational Meetings

Immediately after each annual meeting, the Board shall hold a regular meeting for purposes of organization, election of officers, appointment, and transaction of other business. Notice of this meeting is not required.

Section 5.12—Special Meetings

Special meetings of the Board may be called at any time by the Chairperson, Vice-chairperson, or any six (6) Directors of the Board. Written notice of the time and place of special meetings shall be mailed via first-class mail to each Director at least four (4) calendar days before such a meeting is held or two (2) days before the meeting if notice is given via telephone or in person. Special meetings of the Board may be held at a place designated by the Board or at the principal office.

Schedules and notices of special meetings shall be posted two (2) days in advance of any special meetings. Attendance at any meeting by a Director shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.13—Quorum

A quorum shall be a majority of the current directors of the Board of Directors.

Section 5.14—Majority Vote

No action of the Board shall be valid unless approved by a majority of those Board Directors attending the meeting. There shall be no vote by proxy.

Section 5.15—Compensation

Directors shall receive no compensation for services as Directors, but may be reimbursed for any reasonable expenses, approved by the Board.

ARTICLE VI. THE ELECTION OF DIRECTORS

Section 6.01—Nomination of Board Directors

A Nominating Committee created by the Board of Directors shall propose a candidate for each opening for an elected director on the Board. The proposed slate of candidates shall be communicated to the full Board, and lay over until the next scheduled meeting.

Section 6.02—Nomination by Petition

Any individual director may be nominated by the public using the following procedure:

(a) The Board shall make notice to the public of the procedures, time frame, and deadline for filing a petition for nomination to the Board of Directors. Such notice shall indicate the numbers of Directors to be elected in each year.

(b) Any petition for nomination must be signed no more than four (4) months preceding the record date for the Annual Meeting and must be submitted to the Secretary by the date designated by the Board as the deadline for receiving nomination petitions.

(c) Petitions for nomination must contain a total of at least thirty (30) signatures of MCAM Producers or one-hundred (100) signatures of verifiable Manchester residents.

ARTICLE VII. OFFICERS

Section 7.01—Qualifications of Elected and Appointed Officers

All elected, designated and appointed officers shall be in good standing and shall be 18 years of age or older.

Section 7.02—Designation of Officers

The officers of MCAM, Inc shall be a Chairperson, a Vice-chairperson, Secretary, and Treasurer.

Section 7.03—Election of Officers

The officers of MCAM, Inc shall be chosen by a majority vote of the Board and shall serve at the pleasure of the Board.

Section 7.04—Resignation of Officers

Any officer may resign at any time by giving written notice to MCAM, Inc. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of MCAM, Inc under any contract which the officer has signed as an agent of MCAM, Inc.

Section 7.05—Removal of Officers

Any officer may be removed from office by ordinary resolution of the Board when, in their judgment, the purposes and/or best interests of MCAM, Inc shall be served thereby. Removal of an officer shall be without any prejudice to the rights, if any, of MCAM, Inc under any contract that the officer has signed as an agent of MCAM, Inc.

Section 7.06—Vacancies

Any vacancy among the officers shall be filled for the un-expired term by ordinary resolution of the Board.

Section 7.07—Terms of Office

The terms of office for the officers of MCAM, Inc shall commence with the organizational meeting of the Board following the Annual Meeting of the directors and shall conclude at the organization meeting of the Board following the next Annual Meeting.

Section 7.08—Chairperson

The Chairperson of the Board shall preside at meetings of the Board and shall exercise and perform such other duties and powers as the Board may assign from time to time..

Section 7.09—Executive Director

Subject to the control of the Board, the Executive Director shall be the general manager of MCAM, Inc and shall supervise, direct, and control MCAM, Inc's activities and affairs. The Executive Director shall have such other powers and duties as the Board or these Bylaws may prescribe.

Section 7.10—Vice-Chairperson

If the Chairperson is absent or disabled, the Vice-chairperson shall perform all duties of the Chairperson. When so acting, the Vice-chairperson shall have all powers of and be subject to all restrictions on the Chairperson.

Section 7.11—Secretary

(a) The Secretary shall keep or cause to be kept, at MCAM, Inc's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of Committees, and of public meetings. The minutes shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at the Board and committee meetings.

The Secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(b) The Secretary shall keep, or cause to be kept, at MCAM, Inc's principal office or at a place determined by resolution of the Board, a record of the directors of MCAM, Inc, showing each director's name, address, class, and status of directorship.

(c) The Secretary shall give, or cause to be given, notice of all meetings of directors, of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have other powers and perform such other duties as the Board or these Bylaws may prescribe.

Section 7.12—Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of MCAM, Inc's properties and transactions. The Treasurer shall give or cause to be given to the directors and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

Section 8.01—Indemnification of Officers

Any member of the Board of Directors and any officer of MCAM, Inc, as a condition of accepting said office, shall be indemnified by MCAM, Inc. against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of having been or being a member of the Board of Directors or an officer of MCAM, Inc, except for breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. Such right of indemnification is not to be deemed exclusive of any right to which he or she may be entitled under the laws of the State of New Hampshire, these Bylaws, agreements, vote of directors, or otherwise.

Section 8.02—Exemption of Property

The private property of the Board of Directors of MCAM, Inc shall not be liable for corporate debts to any extent whatsoever.

Section 8.03—Insurance

MCAM, Inc. shall have the right to purchase and maintain insurance on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's employee's, or agent's status as such.

ARTICLE IX. COMMITTEES OF THE BOARD

Section 9.01—Standing Committees

The Board shall appoint three standing committees: an Executive Committee, a Finance Committee, and a Nominating Committee. Each Standing Committee shall consist of at least three (3) Board directors and shall be appointed from among the directors of the Board. No Board director shall serve on more than two (2) Standing Committees. The Executive Director shall be a non-voting member of each committee.

Section 9.02—Duties of the Executive Committee

The Executive Committee shall have the power to act as the Board of Directors in between Board meetings. Regardless of Board resolution, the Executive Committee shall not:

- (a) Take any final action on any matter that, under state non-profit corporation law, also requires approval of the directors or approval of a majority of all directors;
- (b) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that, by its express terms, may not be amended or repealed;
- (e) Create any other committee of the Board or appoint the directors of committees of the Board;

- (f) Expend corporate funds to support a nominee for Director; or
- (g) Approve any contract or transaction to which MCAM, Inc is a party and in which one or more of its Directors has a material financial interest.

Section 9.03—Duties of the Finance Committee

The Finance Committee shall review the Annual Financial Statement, approve annual accounts review reports, and recommend to the Board the selection of and fees to be paid to an independent Certified Public Accountant for MCAM, Inc. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether the MCAM, Inc is meeting its projected budget, on the scope and adequacy of the annual audits and related fees, to continually monitor and report to the Board of Directors on the effectiveness and adequacy of MCAM, Inc's internal accounting controls, and 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 audits, has been properly dealt with. The Finance Committee shall have such other duties as may be delegated to it by the Board from time to time.

Section 9.04—Duties of the Nominating Committee

The Nominating Committee shall carry out its duties in accordance with the procedures specified in these Bylaws, and shall carry out such other duties as may be required by the Board from time to time.

Section 9.05—Minutes of Standing Committees

The minutes or a report of each Standing Committee shall be submitted to the Board no later than the Board's next regular meeting.

Section 9.06—Other Committees

The Board may establish other committees from time to time and these committees shall have such duties as may be conferred on them by the Board. Appointees must be derived from the general Directorship, directors in good standing of MCAM, Inc, and the Executive Director and any employee... Minutes and actions of all such Committees shall be submitted to the Board. Such committees may be, but are not limited to, Facility/Technology, Marketing & Development, Rules & Policies.

ARTICLE X. PERFORMANCE OF MCAM, Inc.

Section 10.01—Reporting Requirements

An annual report regarding its fiscal and operational activities shall be prepared and distributed.

Section 10.02—Accounts Review and Inspection Requirements

MCAM, Inc shall contract for an accounts review of its records with a Certified Public Accountant on an annual basis and its records shall be open to the directorship for inspection.

ARTICLE XI. MISCELLANEOUS

Section 11.01—Non-Discrimination

MCAM, Inc shall ensure that no individual is discriminated against with regard to directorship, services, access to information or any activity of MCAM, Inc because of race, national origin, sex, age, sexual preference, religion, disability, political affiliation, or economic status; including those who historically have been denied media access.

This Section does not guarantee a right in any person or organization to have any program distributed over the channels governed by MCAM, Inc.

Section 11.02—Meetings of MCAM, Inc

All meetings of MCAM, Inc and the Board are open to the public except for those items that are determined by a majority of the Board to be confidential.

ARTICLE XII. CONFLICTS and DISSOLUTION

Section 12.01---Conflict of Interest

Any possible conflict of interest on the part of any director of the Board, officer or employee of the Corporation or directly related relative or spouse, shall be disclosed in writing to the Board and

recorded in the minutes at the next board meeting. Where there is a transaction involving any of the above mentioned parties that exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a majority vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then two-thirds vote of the disinterested directors and publication for public review is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new director of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to the policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made part of this policy statement.

Section 12.02—Corporate Dissolution

Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. AMENDMENT OF BYLAWS

Section 13.01—Directorship Rights Limitation

The Bylaws of MCAM, may be adopted, amended, or repealed only by two-thirds (2/3) vote of the Board of Directors. All proposed amendments to these Bylaws must be presented at a regular meeting and layover to the next regular meeting before voting upon.

Section 13.02—Directors Approval Required

Once directors have been admitted to MCAM, Inc, the Board may not, without the approval of the directors, specify or change any Bylaw provision that would:

- (a) Fix or change the authorized number of Directors.
- (b) Fix or change the minimum or maximum number of Directors.
- (c) Change from a fixed number to a variable number of Directors, or vice versa.
- (d) Increase or extend the terms of Directors.
- (e) Increase the quorum for directors meeting.
- (f) Repeal, restrict, create, expand, or otherwise change proxy rights.
- (g) Wind-up and dissolve MCAM, Inc.
- (h) Amend Section 8 of these By-Laws.

