

BY-LAWS OF FITCHBURG ACCESS TELEVISION, INC.

ARTICLE I NAME

The name of the corporation shall be Fitchburg Access Television, Inc. (hereafter in these bylaws referred to as “FATV”), unless and until changed by the amendment of the Articles of Organization.

ARTICLE II PURPOSE

The purpose of FATV shall be 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 Fitchburg, allocating channel space and time to Fitchburg 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.

ARTICLE III MEMBERSHIP

Section 1. Membership

All persons, families, organizations, underwriters and other entities who subscribe to the purpose of FATV and whose support by participation, contribution of money, service or equipment shall be eligible for election to membership. All persons serving on the Board of Directors shall automatically become members of FATV upon election to the Board. All members shall have a right to notice of and attendance at meetings of FATV. Any person interested in becoming a member of FATV shall submit a written and signed statement of compliance to the Executive Director.

Section 2. Voting Rights

At the Annual meeting of the members of FATV, each type of membership, (Individual, Family and Organizational) 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 FATV 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 FATV. The Board shall have full power, by majority vote, to adopt rules and regulations governing the actions of the Board and FATV. The Board shall have full authority with respect to the distribution and payment of the monies received by FATV. The fundamental and basic purposes of FATV, as expressed in the Articles of Organization, shall not be amended or changed.

The Board of Directors shall not permit any part of the net earnings or capital of FATV to benefit any private individual.

Section 2 Compensation

Members of the Board Directors shall receive no compensation for their services.. A Director shall not be precluded from serving FATV in any other capacity provided that a full disclosure of the nature of such service and the compensation therefore, if any, is filed with the Secretary of FATV. If appropriate, a formal agreement with said Director shall be approved by the Board of Directors, prior to the service being provided and 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 relating to such service.

Section 3 Number and Election or Appointment to Office.

The number of Directors shall be set at eleven (11). A maximum of nine (9) Directors shall be appointed by the Board of Directors and a maximum of two (2) Directors shall be elected by the members. In the event the membership is unable to elect a Director to the board. The Board of Directors shall hereby have the authority to appoint such Directors to the board.

Section 4. Term of Office

The Board of Directors shall be elected to serve one of the following terms by vote at the annual meeting.

Two (2) Directors shall be elected by the membership: one member to serve a one year (1) term, elected each year; the other to serve a two (2) year term elected every other year.

Two (2) Directors shall be appointed each year for a term of one (1) year by the Board of Directors.

Three (3) Directors shall be appointed every other year for terms of two (2) years by the Board of Directors.

Four (4) Directors shall be appointed every three (3) years for terms of three (3) years by the Board of Directors.

Section 5. Resignation or Removal

A Director may resign by delivering his or her written resignation to the President of the Board of Directors. 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 without sufficient excuse may be removed from the Board by a majority vote. Said Director shall be entitled to at least ten (10) days notice in writing by the Board of Directors before said removal is to be voted on. Said Director shall be entitled to be heard by the Board of Directors prior to any vote for removal taking place.

Section 6. 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 7. Disqualification

No member of the FATV staff shall serve as a member of the Board of Directors. No immediate family/relative of the FATV staff shall serve as a member of the Board of Directors, nor shall any immediate family/relative of a member of the Board of Directors be an employee of FATV. No employee or immediate family/relative of an employee of the Fitchburg cable licensee(s), or its parents or affiliates, may serve as a member of the Board of Directors and/or as a staff member of FATV, nor shall any Director or staff member of FATV and/or immediate family /relative become an employee of the cable licensee(s), its parent or its affiliates.

Article V MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings

The Board of Directors shall conduct regular meetings for the transaction of business in accordance with law, the Articles of Organization of FATV and these by-laws. Regular meetings shall be held the last Monday of each month unless otherwise noted and posted by the Board of Directors.

Section 2. Special Meetings

Special meetings of the Board of Directors may be called by the President, or by majority of the Directors. Written notice or notification by means of email shall be sent to the Secretary two (2) days prior to any such special meeting(s).

Section 3. Notice of Meetings

Except as hereinafter required, no notice of the time, place or purposes of regular meetings of the Board of Directors shall be necessary. Written notice of the first regular meeting of the Board of Directors following any change in the time or place for such meeting, and written notice of all special meetings of the Board of 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 Board of 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 Board of Directors shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of Directors present at such a meeting shall be the acts of the Board of Directors as a whole.

Article VI MEETINGS OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the membership shall be held on a date, place and time at the principal office of FATV in Fitchburg or at such other place as the Board of Directors shall 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 FATV, and these by-laws.

Section 2. Special Meetings

A special meeting of FATV may be called at any time by the President of FATV; a majority of the Board of Directors, or by written request to the Secretary of the Board of Directors by not less than ten (10) members in good standing. 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 FATV shall be held at the principal office of FATV in Fitchburg or at such other place as the Board of Directors may designate.

Section 4. Notice of Meetings

Notice of regular and special meetings of the members shall be posted at FATV and sent to the members by email not less than ten (10) days prior to the scheduled date of the meeting

Section 5. Presiding Officers

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

Section 6. Quorum

A special meeting of the members shall not be organized for the transaction of business unless a quorum is present. A quorum shall be not less than the ten (10) members who have signed the request for a special meeting.

Article VII OFFICERS

Section 1. Officers

The officers of FATV shall include a President, a VicePresident, a Secretary, and a Treasurer. 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 FATV shall be elected annually and shall hold office until the next annual meeting of FATV, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

Section 2. Duties of the President

The President shall be the chief executive officer of FATV and make a report on the affairs of FATV at the Annual meeting. The President shall preside over regular meetings of the Board of Directors, the annual meeting and any requests for a special meeting. The President shall execute in the name of FATV all deeds, bonds, mortgages, written contracts and other documents and when appropriate shall affix thereto the FATV seal. The President shall nominate the chairpersons of all committees and serve as an ex-officio member of all committees. The President shall act as liaison between the Board of Directors and the Executive Director on all matters pertaining to staff and the operation of FATV.

Section 3. Duties of the 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 perform such other duties as are set forth in these bylaws, as now or hereafter amended, and as the Board of Directors may designate from time to time.

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 have custody of all corporate books, records, papers, and the corporate seal, shall attest the signing and sealing by the President of all instruments requiring the corporate seal and the signing of all other instruments when so required by the President, these bylaws, or 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. There shall be one Assistant Secretary. In the event there is no Secretary or he or she is absent, the Assistant Secretary shall perform the duties of the Secretary.

Section 5. Duties of the Treasurer

The Treasurer of FATV shall be the chief financial officer and shall have custody and control of all funds and valuables of FATV. The Treasurer shall receive the funds of FATV 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 FATV all monies and valuables of FATV with a depository or depositories designated by the Board of Directors. The Treasurer shall also perform such other duties as are incident to his or her office and/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 President of the Board of Directors of FATV. 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 judgment the best interests of FATV will be served.

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 FATV as such; provided, however, that any officer may, if authorized by the Board of Directors, be reimbursed for necessary and documented (in writing) expenses.

Article VIII COMMITTEES

Section 1. Standing Committees

The standing committees of FATV shall be as follows:

- (1) Executive Committee
- (2) Finance Committee

Section 2. Appointment and Functions of Standing Committees

The President shall appoint the chairpersons and members of all standing committees, 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. Executive Committee

The Executive Committee shall be comprised of the chairmen of the standing committees and the President and officers of FATV. The President of FATV shall serve as chairperson of the Executive Committee. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of FATV in all cases in which specific directions shall not have been given by the Board of Directors. All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next following such action, and shall be subject to revision and alteration by the Board of Directors; provided, however, that no rights of third parties shall be affected by any such revisions or alterations. Regular minutes of the proceedings of the Executive Committee shall be kept by the Secretary of FATV. One third of the members of the Executive Committee shall be necessary to constitute a quorum, at least two (2) of whom shall be officers of FATV, and in every case the affirmative vote of a majority of the entire Executive Committee shall be necessary for the passage of any resolution.

Section 4. Finance Committee

The Finance Committee shall develop and recommend to the Board of Directors the annual budget and work plan; shall regularly monitor FATV's expenses and income; and shall recommend budget adjustments to the Board of Directors as needed. The Finance Committee shall also review the annual financial statements; approve annual audit reports, if conducted; and recommend to the Board of Directors the selection of, and fees to be paid to, an independent certified public accountant for FATV. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether FATV is meeting its projected budget; on the scope and adequacy of the annual audit, if conducted, and related fees; to continually monitor and report to the Board of Directors on the effectiveness and adequacy of FATV'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 5. 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 AND STAFF

The Board of Directors may authorize such staff positions as may be necessary in the conduct of the business of FATV, including a Executive Director. The Executive Director shall have the authority and responsibility to manage and operate FATV's affairs in accordance with the general policies and directions specified by the Board of Directors. The Executive Director shall supervise the daily operations of all 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 by the President of FATV. The Executive Director shall report to and be directly responsible to the President of FATV.

The Executive Director shall be entitled to compensation for his or her services. The Board of Directors shall negotiate a contract with the Executive Director specifying salary, initial term of service, renewal and other provisions as deemed appropriate. The Executive Director shall not be a member of the Board of Directors, nor shall he or she be an officer of FATV's Board of Directors.

Article X INDEMNIFICATION

FATV 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, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or officer, except with respect to any matter as to which he or she 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 FATV; 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 FATV: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the

disinterested Directors then in office after FATV has received an opinion in writing by 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 FATV. Expenses, including counsel fees reasonably incurred by any such Director or officer in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by FATV in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to FATV if he or she shall be adjudicated not to be entitled to indemnification under Massachusetts General Laws, Chapter 180, 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 FATV, whether voluntary or involuntary, no Director, officer or member shall be entitled to any distribution or division of its remaining property or its proceeds. The balance of all money and other property received by FATV from any source, after the payment of all debts and obligations of FATV, shall be distributed by the Board of Directors to such organization or organizations which operate exclusively for charitable purposes. Said organization or organizations shall be required to produce documents verifying their status as a charitable organization under Section 501(c)(3) of the Internal Revenue Laws; provided, however, that no part of the net earnings of such organizations shall inure to the benefit of any private shareholders, member or individual. No substantial part of the activities of such organization or organizations shall consist of carrying on propaganda or otherwise attempting to influence legislation. Such organization or organizations shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XII. CONFLICT-OF-INTEREST

Section 1. Purpose

The purpose of this conflict of interest policy is to protect FATV's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Duty to Disclose

(a) In connection with any actual or possible conflict of interest, a Board member or officer of FATV must disclose the existence of any financial interest that could be considered a conflict of interest and be given the opportunity to disclose all material facts to the Board of Directors, which shall consider such matter.

(b) Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined in paragraph (c) below, is an interested person.

(c) A Director or Officer has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which FATV has a transaction or arrangement,

(ii) A compensation arrangement with FATV or with any entity or individual with which FATV has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which FATV is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion thereof, the interested party shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The Board of Directors shall decide if a conflict of interest exists.

Section 4. Procedures for Addressing the Conflict of Interest

(a) A Director or officer of FATV who might be an interested person may make a presentation at the Board of Directors meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board of Directors shall determine whether FATV can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in FATV's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 5. Violations of the Conflicts of Interest Policy

(a) If the Board of Directors has reasonable cause to believe a Director or officer of FATV has failed to disclose actual or possible conflicts of interest, it shall inform such Director of the basis for such belief and afford such Director an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board of Directors determines that the Director has failed to disclose an actual or possible conflict of interest, the Board of Directors shall take appropriate disciplinary and corrective action.

Article XIII MISCELLANEOUS

Section 1. Seal

The seal of FATV shall consist of a flat-faced circular die with the name of FATV, 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 FATV.

Section 3. Fiscal Year

The fiscal year of FATV shall be 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.

The check signing authority will be as follows: Any expense up to \$4,999.99 is to bear the signature of the Executive Director. Any expense in excess of \$5,000.00 is to have two (2) signatures consisting of the Executive Director and either the President or the Treasurer.

Payments for all credit card bills must be made by check and are subject to the above check signing policy.

Section 5. Conduct of Meetings

Robert's Rules of Order, as revised from time to time, shall govern the conduct of all meetings of the members of FATV and the Board of Directors and its various committees, except where the same shall be in conflict with law or these by-laws.

ARTICLE XIV. 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.