

# **BYLAWS OF CHESHIRE TV**

As amended 2016-12-06

# BYLAWS OF CHESHIRE TV

## ARTICLE I. NAME

### Section 1.01--Name

The name of the organization shall be Cheshire TV, hereinafter referred to as "CTV".

## ARTICLE II. OFFICES OF THE CORPORATION

### Section 2.01--Principal Office

The principal office for the transaction of the activities and affairs of CTV shall be located within the boundaries of a contracted Municipality.

### Section 2.02--Registered Office and Registered Agent

CTV 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 as needed to assure compliance with applicable provisions of New Hampshire non-profit corporation law.

## ARTICLE III. PURPOSES

### Section 3.01—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, educational, governmental, and institutional) 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 channels 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 contracted Municipalities 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 membership, 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 IV. MEMBERSHIP***

### **Section 4.01--Membership Qualifications**

Membership in CTV is open to:

Any natural person, upon completion of a membership application and subsequent compliance with the policies and procedures of CTV. Parental permission is required for minors. Membership is available to all those eligible without discrimination.

### **Section 4.02--Voting Rights**

Individual members shall have the right to vote as set forth in these Bylaws; on the election of Directors; on change to these Bylaws as designated in Section 15.02 on any merger and its principal terms and the amendment of those terms; and on any election to dissolve CTV.

### **Section 4.03--Dues and Terms of Membership**

The Board may establish annual dues for members and specify requirements of membership, if any.

### **Section 4.04--Transfer of Membership**

No membership or right arising from membership shall be transferable.

## ***ARTICLE V. MEETINGS OF MEMBERS***

### **Section 5.01--Place of Meeting**

Meetings of the members shall be held at any place within the boundaries of a contracted Municipality designated by the Board. In the absence of any such designation, meetings shall be held at CTV's principal office.

### **Section 5.02--Annual Meeting of Members**

CTV shall hold an Annual Meeting during the month of October of each year, at a time and place to be determined by resolution of the Board. During the period when the persons constituting the Board of Directors are the only members and during the time at which membership has been expanded, notice of the Annual Meeting shall be given in accordance with Section 5.04 of these Bylaws, except that notice must be given at least thirty (30) days prior to the meeting and be announced in accordance with Section 5.06.

### **Section 5.03--Special Meetings**

- (a) A special meeting of the members may be called at any time by the Chairperson of the Board, a quorum of the Board of Directors, or by a written request submitted to the Secretary of CTV by five

percent (5%) or more of the members of CTV. Said request should specify the nature of the business to be transacted at the special meeting.

(b) Special meetings shall be held at least thirty (30) days and no more than ninety (90) days after being called.

#### **Section 5.04--Notice Requirement for Members' Meetings**

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Sections 5.05 and 5.06 of these Bylaws, to each member entitled to vote at the meeting. That notice shall specify the place, date, and hour of the meeting and:

(a) For a special meeting, the general nature of the business to be transacted (no other CTV business may be transacted);

(b) For the Annual Meeting, those matters that the Board at the time notice is given intends to present for action by the members. Except as provided by Section 5.05 of these Bylaws, any proper matter may be presented at the Annual Meeting.

#### **Section 5.05--Notice of Certain Agenda Items**

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states such actions are to be considered:

(a) Removing a Board of Directors member without cause.

(b) Filling vacancies on the Board.

(c) Amending the Articles of Incorporation.

(d) Electing to wind-up and dissolve CTV.

(e) Amending Section 10.02 of these Bylaws.

#### **Section 5.06--Manner of Giving Notice**

(a) Notice of any meeting of members shall be in writing and shall be given at least ten (10) but not more than ninety (90) days before the meeting date. The notice shall be given via electronic mail at the electronic mail address provided by the member(s). If no electronic mail address appears in CTV's books and no electronic mail address has been so provided, notice shall be deemed to have been given if notice appears at least once on Cheshire TV's channels 8 and 10, and is prominently posted in the office of CTV.

(b) An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, shall be executed by the Secretary or any transfer agent of CTV and shall be filed and maintained in CTV's minute book.

#### **Section 5.07--Waiver of Notice or Consent by Attendance**

The member's attendance at a meeting shall constitute a waiver of notice of the meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not legally called or convened. However, attendance at the meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

#### **Section 5.08--Presiding Officers**

The Chairperson of the Board of Directors shall preside at all regular or special meetings of the members, and in that person's absence the Vice-Chairperson shall serve in this capacity. The Secretary of the Board shall keep or cause to be kept minutes of all meetings.

## **ARTICLE VI. VOTING BY MEMBERS**

### **Section 6.01—Quorum**

A quorum for the transaction of business at any meeting of the membership, or any action by written ballot, shall consist of ten percent (10%) of the membership of CTV. However, if any special or Annual Meeting is actually attended by fewer than one-third (1/3) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under Section 5.04 of these Bylaws.

### **Section 6.02--Loss of Quorum**

Subject to Section 6.01 above of these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if enough members have withdrawn to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the members required to constitute a quorum and was included in the notice of the meeting.

### **Section 6.03--Adjournment and Notice of Adjourned Meetings**

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date of the notice of the meeting, is entitled to vote at each meeting. At the adjourned meeting, CTV may transact any business that might have been transacted at the original meeting.

### **Section 6.04--Eligibility to Vote**

Subject to the provisions of New Hampshire nonprofit corporation law, members entitled to vote at any meeting of members shall be individual members in good standing as of the record date under Section 6.08 of the Bylaws.

### **Section 6.05--Voting**

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Voting may be by voice or ballot, except that votes for members of the Board of Directors may only be cast by in-person ballot or by mail if previously requested by the voting member.

### **Section 6.06--Approval by Majority Vote**

If a quorum is present, the affirmative vote of a majority of the members represented at the meeting entitled to vote and voting on any matter shall be the act of the members unless the vote of a greater number is required by the Articles of Incorporation or these Bylaws.

### **Section 6.07--Action by Written Ballot Without a Meeting**

(a) Any action that may be taken at any meeting of members may also be taken without a meeting by complying with Sections (1) and (2) below.

(1) Solicitation of Written Ballots. CTV shall distribute one (1) written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 5.06 of the Bylaws. All solicitation of votes by written ballot shall:

(a) indicate the number of responses needed to meet the quorum requirements,

- (b) with respect to ballots other than for election of Directors, state the percentage of approval necessary to pass the measure or measures, and
- (c) specify the time by which the ballots must be received in order to be counted.

Each ballot so distributed shall:

- (1) Set forth the proposed action,
- (2) Provide the members with an opportunity to specify approval or disapproval of each proposal, and
- (3) Provide a reasonable time within which to return the ballot to CTV. In any election of Directors, a written ballot that the member marks "withhold" or otherwise marks in a manner indicated that authority to vote is withheld shall not be voted either for or against the election of a Director.

(2) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when the number of votes cast by ballot, including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld, within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot without a meeting.

(b) Written ballots may not be revoked.

(c) All written ballots shall be filed with the Secretary of CTV and maintained in the corporate records for at least three (3) years.

#### **Section 6.08--Record Date for Notice, Voting, Written Ballots, and Other Actions**

(a) For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to exercise any rights with respect to any lawful action, the Board may in advance fix a record date. The record date so fixed shall be at least ten (10) but not more than ninety (90) days before the date of the meeting.

(b) For voting by written ballot, the record date shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited.

(c) For purposes of Sections (a) and (b) above a person holding a membership at the close of business on the record date shall be a member of record.

(d) If not otherwise fixed by the Board, the record date for determining members entitled to:

(1) receive notice of a meeting of members shall be the business day preceding the day on which notice is given, or if notice is waived, the business day preceding the day on which the meeting is held, and

(2) vote at a meeting of members shall be the day on which the meeting is held.

(e) If not otherwise fixed by the Board, the record date for determining those entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(f) For purposes of electing Directors by ballot, the record date shall be determined by resolution of the Board. Such date shall be selected in such a manner as to prevent an influx of new members in order to influence the outcome of a fair election by existing members.

#### **Section 6.09—Proxy**

There shall be no voting or other action by proxy.

## **ARTICLE VII. THE BOARD OF DIRECTORS**

### **Section 7.01--General Powers of the Board of Directors**

Subject to the provisions and limitations of New Hampshire nonprofit corporation law and any other applicable laws and subject to any limitations of the Articles of Incorporation or the Bylaws regarding action that require approval of the members, CTV's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

### **Section 7.02--Qualifications**

- (a) The Board of Directors shall not include as voting members any elected official or officer of any contracted Municipality, except for those members appointed to represent each contracted Municipality.
- (b) Any Director who wishes to run for municipal office shall notify the CTV Board upon filing. If said Director is elected, (s)he agrees to resign from the CTV Board upon taking office.

### **Section 7.03--Composition of Board**

- (a) The Board may consist of persons who as closely as possible represent the racial, ethnic, geographic, social, and economic diversity of the contracted Municipalities. Further, the Board may also represent the broad base of community interests as reflected in the variety of nonprofit organizations and institutions serving the contracted Municipalities and may represent access producers and persons with knowledge and expertise which will benefit the corporation.
- (b) The Board of Directors of CTV shall consist of twelve (12) voting members.
- (c) "Elected Directors" shall consist of six (6) Directors elected by the membership.
- (d) "Appointed Directors" shall consist of:
  - (1) One (1) Director appointed by the Keene School District.
  - (2) One (1) Director appointed by Keene State College.
  - (3) One (1) Director appointed from each of the contracted Municipalities.
  - (4) One (1) Director appointed by the majority of the Board. The appointment shall be made by the newly- seated Directors at each Organizational Meeting of the Board required by Section 7.09 of these Bylaws. In the event that the number of Directors appointed in accordance with Section 7.03 d(4) is less than 3, the Board shall appoint a number of Directors to ensure compliance with Section 7.03 b.
  - (5) In the event that any of the entities entitled to appoint a member to the Board chooses not to appoint or has otherwise not appointed a Board member by September 30th, the Board shall appoint a Director to represent that entity at the Organizational Meeting.

### **Section 7.04--Terms of Board Members**

- (a) Elected Directors shall serve terms of three (3) years.
  - (1) No Elected Director shall be elected to more than two (2) consecutive terms.
  - (2) A partial term in accordance with 7.07 shall not be considered a term.
- (b) Appointed Directors shall serve terms of one (1) year.
  - (1) No Appointed Director shall serve more than six (6) consecutive terms.
  - (2) A term that did not begin at an Annual Meeting shall not be considered a term.
- (c) A term of each Director shall end on the date of the Annual Meeting nearest the end of his or her term but not before a successor is duly elected and qualified.

### **Section 7.05—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 CTV 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 shall be deemed a voluntary resignation from office, effective seven (7) days following the third unattended meeting. Exceptions may be granted by resolution of the Board.

#### **Section 7.06--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) the vote of the members as detailed in Sections 5 and 6, or

(3) if the Corporation has fewer than fifty (50) members, the vote of the majority of all members to remove a Director. The removal of an Appointed Director by the members must be approved by the Board.

(b) The Secretary of CTV shall notify the affected Director of any action taken under this Section and Section 7.06 (b) by certified mail (return receipt) within seven (7) days.

#### **Section 7.07--Filling Vacancies**

Except for the vacancy created by the removal of a Director by the members, 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 Appointed Directors shall be filled by the entity that appointed the departing Director. The members may fill any vacancy or vacancies not filled by the Directors after six months of the vacancy in accordance with Section 5.03. The Directors so appointed shall serve the remaining term of the vacant seat, and it shall be considered a partial term.

#### **Section 7.08--Regular Meetings**

The Board of Directors shall schedule regular meetings for the transaction of CTV 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 members and the public and prominently posted in the office of CTV. The minutes of the previous meetings shall be prominently posted in the office of CTV.

#### **Section 7.09--Organizational Meetings**

Immediately after each Annual Meeting of members, 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 7.10--Special Meetings**

A Special meeting of the members may be called at any time by the Chairperson of the Board, a quorum of the Board of Directors, or by a written request submitted to the Secretary of CTV by five percent (5%) or more of the members of CTV. Said request should specify the nature of the business to be transacted at the special meeting.

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 in the manner delineated in Section 7.09. 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 7.11 – Closed Executive Sessions**

Per Section 13.02 – Meetings of Cheshire TV, the Board of Directors may elect to move into closed Executive Session to discuss matters in a non-public venue if so voted by a majority of Board members present.

**Section 7.12—Quorum**

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

**Section 7.13--Majority Vote**

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

**Section 7.14—Compensation**

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

**Section 7.15—Conflicts of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determines that it is in the best interest of CTV to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

***ARTICLE VIII. THE ELECTION OF DIRECTORS***

**Section 8.01--Nomination of Board Members**

A Nominating Committee created by the Board of Directors shall propose a candidate for each opening for an elected member on the Board. The Nominating Committee is encouraged to ensure that nominees for the Board represent as closely as possible the racial, ethnic, geographic, social, and economic diversity of the contracted Municipalities. The proposed slate of candidates shall be communicated to the membership, in a manner determined by the Board, no fewer than twenty (20) days prior to close of nominations.

**Section 8.02--Nomination by Petition**

Any individual member in good standing may be nominated by the membership using the following procedure:

- (a) The Board shall send notice to all members of CTV notifying them 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 or Executive Director by the date designated by the Board as the deadline for receiving nomination petitions.
- (c) Irrespective of the number of members of CTV, petitions for nomination must contain signatures equal to at least 5% of the membership or ten signatures of individual members, whichever is less.

### **Section 8.03--Inspectors of Election**

No later than thirty (30) days prior to the close of nominations, the Board must appoint Inspector(s) of Election to monitor the election proceedings. The number of Inspectors shall be either one or three. The Inspector(s) of Election shall determine the memberships outstanding and voting power of each; receive votes, ballots, or consents; establish the existence of a quorum; determine when the ballots shall be received; hear and determine all challenges and questions in any way arising in connection with the right to vote; count and tabulate all votes or consents; determine the result and do such acts as may be proper to conduct the election or votes with fairness to all members. The Inspector(s) of Election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three Inspector(s) of Election, the decision, act, or certificate of a majority is effective in all aspects as the decision, act, or certificate of all.

### **Section 8.04--Election by Mailed Ballot**

- (a) Subject to Section 8.03, election of all of the elected Directors shall be accomplished in accordance with Sections 6.05 and 6.07 of these Bylaws.
- (b) Each member shall cast votes for not more than the number of positions that are available. Each vote shall be for a different person.
- (c) Violation of any provision of this Section shall invalidate the member's entire ballot.
- (d) In the event that two (2) or more persons each receive the same number of votes, the Chairperson shall determine, by lot, which person(s) shall be seated as a Board member.
- (e) In the event that there are not more candidates than open seats, the election shall be declared unnecessary by the Inspector(s) of Election and the nominated candidates shall be considered elected.

### **Section 8.05--Certification of Election**

At the Annual Meeting of CTV required as per Section 5.02, the results of the election of Directors shall be announced and certified by the Inspector(s) of Election and the new Directors shall take their seats upon the Board.

## ***ARTICLE IX. OFFICERS / EXECUTIVE DIRECTOR***

### **Section 9.01--Qualifications of Elected and Appointed Officers**

All Elected, Designated, and Appointed Directors of CTV shall be individual members of CTV in good standing and shall be 18 years of age or older.

### **Section 9.02--Designation of Officers**

The officers of CTV shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The officers shall be chosen by the Board of Directors from the members of the Board. No Director may hold more than one (1) Officer position at any one time.

### **Section 9.03--Election of Officers**

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

### **Section 9.04--Resignation of Officers / Executive Director**

Any officer, or the Executive Director, may resign at any time by giving written notice to CTV. 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 CTV under any contract which the officer has signed as an agent of CTV.

**Section 9.05--Removal of Officers**

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

**Section 9.06—Vacancies**

Any vacancy among the officers shall be filled for the unexpired term by ordinary resolution of the Board in accordance with Section 7.07 of these Bylaws.

**Section 9.07--Terms of Office**

The terms of office for the officers of CTV shall commence with the Organizational Meeting of the Board following the Annual Meeting of the members and shall conclude at the organization meeting of the Board following the next Annual Meeting.

**Section 9.08—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 9.09--Executive Director**

The Executive Director shall be the general manager of CTV and shall supervise, direct, and control or cause to be supervised, directed, or controlled CTV's day-to-day activities and affairs. The Executive Director shall have such other powers and duties as the Board or these Bylaws may prescribe and shall attend Board meetings, except closed executive session, for the purpose of providing detailed reports of organizational activities, recommendations for large purchases, and other information that is important to successful ongoing operation of the organization.

**Section 9.10--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. The Vice-chairperson shall have such other powers and perform such other duties as the Board or their Bylaws may prescribe.

**Section 9.11—Secretary**

(a) The Secretary shall keep or cause to be kept, at CTV'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 members' 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, and the number of members present or represented at members' 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 CTV's principal office or at a place determined by resolution of the Board, a record of the members of CTV, showing each member's name, address, and status of membership.

(c) The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board of

Directors, and of committees of the Board of Directors as 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 9.12—Treasurer**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of CTV's properties and transactions. The Treasurer shall give or cause to be given to the members 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 X. INDEMNIFICATION AND INSURANCE***

#### **Section 10.01--Indemnification of Officers**

Any member of the Board of Directors and any officer of CTV, as a condition of accepting said office, shall be indemnified by CTV 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 CTV, 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 members, or otherwise.

#### **Section 10.02--Exemption of Property**

The private property of the members and Board of Directors of CTV shall not be liable for corporate debts to any extent whatsoever. This section of these Bylaws shall not be amended except by the unanimous vote of the members and the Board of Directors.

#### **Section 10.03—Insurance**

CTV 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 XI.COMMITTEES OF THE BOARD***

#### **Section 11.01--Standing Committees**

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

#### **Section 11.02--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 New Hampshire non-profit corporation law, also requires approval of the members or approval of a majority of all members;

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

#### **Section 11.03--Duties of the Finance Committee**

The Finance Committee shall review the Annual Financial Statement, approve annual budget, and recommend to the Board the selection of and fees to be paid to an independent Certified Public Accountant for CTV. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether CTV is meeting its projected budget, on the scope and adequacy of the Annual Financial Statement and related fees, to monitor continually and report to the Board of Directors on the effectiveness and adequacy of CTV'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 Financial Statement, has been properly dealt with. The Finance Committee shall meet as necessary and shall have such other duties as may be delegated to it by the Board from time to time. The Finance Committee shall determine the level of professional services required from an independent Certified Public Accountant.

#### **Section 11.04--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 11.05--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. After July 1, 2006, appointees must be members in good standing of CTV. Minutes and actions of all such Committees shall be submitted to the Board of Directors no later than the Board's next regular meeting.

### ***ARTICLE XII. PERFORMANCE OF CTV***

#### **Section 12.01--Reporting Requirements**

An Annual Report regarding its fiscal and operational activities shall be prepared and made available.

#### **Section 12.02--Financial Reporting and Inspection Requirements**

CTV shall:

- (a) adopt strict internal controls and accounting policies,
- (b) contract for financial statements with an Independent Certified Public Accountant on an annual basis, open its records to the Municipalities for inspection, and comply with all State of New Hampshire and federal financial reporting requirements,
- (c) maintain all necessary books and records, in accordance with generally accepted accounting principles,
- (d) determine the level of professional services required by an independent Certified Public Accountant.

## ***ARTICLE XIII. MISCELLANEOUS***

### **Section 13.01--Non-Discrimination**

CTV shall ensure that no individual is discriminated against with regard to membership, services, access to information, or any activity of CTV 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 the right of any person or organization to have any program distributed over the channels governed by CTV.

### **Section 13.02--Meetings of CTV**

All meetings of CTV and the Board are open to the public except for those determined by a majority of the Board to be confidential. All meetings of CTV and the Board shall be held following Robert's Rules of Order, provided that the failure to observe Robert's Rules of Order shall not invalidate any action taken.

## ***ARTICLE XIV. DISSOLUTION***

### **Section 14.01--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, distribute all assets to the currently contracted Municipalities, or, if approved by those Municipalities, 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 XV. AMENDMENT OF BYLAWS***

### **Section 15.01--Membership Rights Limitation**

Subject to the right of the members under Section 15.02, the Bylaws of CTV may be adopted, amended, or repealed only by two-thirds (2/3) vote of the Board of Directors.

### **Section 15.02--Members Approval Required**

Once members have been admitted to CTV, the Board may not, without the approval of the members, 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 members meeting.
- (f) Repeal, restrict, create, expand, or otherwise change proxy rights.
- (g) Wind-up and dissolve CTV.
- (h) Amend Section 10.02 of these Bylaws.

**Section 15.03--Amendments by Members**

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of all members provided that any amendment affecting the rights of a member as to voting or transfer must be approved by the majority of members. No amendment may extend the term of Director beyond that for which the new Director was elected.

**Section 15.04--Manner of Giving Notice**

The membership of CTV shall be notified of any proposal to amend these Bylaws under this Article. Such notice shall be given in the same manner as Section 5.06 of these Bylaws.

**Section 15.05 – Editorial Housekeeping**

Grammatical, spelling, and/or editorial modifications to this document do not require motions for, voting on, or other approval of the Board of Directors.