



BYLAWS of the
BOSTON COMMUNITY ACCESS
AND PROGRAMMING FOUNDATION, INC.

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ARTICLE I
NAME, PURPOSES, POWERS AND RELATED MATTERS

The name of Boston Community Access and Programming Foundation, Inc. (hereinafter in these Bylaws referred to as the "Foundation"), the location of its principal office and its purposes shall be as set forth in the Articles of Organization and these Bylaws, and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time.

The powers of the Foundation and of its Directors, officers, committees and members, and all matters concerning the conduct and regulation of the affairs of the Foundation and the manner in which and the officers and agents by whom its purposes may be accomplished shall be governed by such provisions in regard thereto, if any, as are set forth in the Articles of Organization, these Bylaws, applicable law, including but not limited to Section 501(c)(3) of the Internal Revenue Code and Massachusetts General Laws chapter 180 and such operating guidelines and procedures as may be duly and lawfully adopted by the Board of Directors. Regarding the Foundation name, for purposes of record it is noted that the legal name of the organization is Boston Community Access and Programming Foundation, Inc. as aforesaid; however, the Foundation is also known as Boston Neighborhood Network (BNN).

All references in these Bylaws to the Articles of Organization and law shall be construed to mean the Articles of Organization and law as from time to time amended.

ARTICLE II
THE FOUNDATION

1. Directors ("Board of Directors")

There shall be nine (9) Directors (the Board of Directors) of the Foundation, who shall be drawn from the following categories: two (2) shall be representatives of the Mayor; three (3) shall be representatives of colleges and universities located in Boston which offer courses in television production; two (2) shall be residents of Boston and may be Access producers; one (1) shall be a representative of the Boston School Department and one (1) shall be a representative of the major foundations and corporations in Boston. The rights and powers of



the Board of Directors shall be as further set forth in these By-laws, including but not limited to Articles II and III below subject to and consistent with applicable law.

2. Associate Members

Persons residing in Boston and non-profit corporations or non-profit organizations and/or other community-based entities based in or serving Boston who or which subscribe to the purposes of the Foundation and who support the Foundation may be admitted to associate membership by the Board of Directors. Businesses and commercial entities based in or serving Boston may be admitted to associate membership by the Board of Directors subject to user fees and rules that may be different than those applicable to non-profit associate members. The Board of Directors shall determine the eligibility criteria for and rights and benefits of membership for Associate Members. Associate Members may be eligible for equipment and facility use in accordance with the terms hereof and subject to the operating rules and procedures of the Foundation. Such Associate Members shall have a right to notice of and attendance at annual meetings of the Foundation. Associate Members shall have no voting rights.

The Board of Directors shall seek to encourage associate membership of persons, firms, corporations, businesses, organizations and other entities which represent the various sectors of the community, including, but not limited to, the educational, governmental, health care, arts, religious and business sectors as well as every neighborhood in the city, so that the members, as a group, shall be broadly representative of the community interest. . In furtherance of the foregoing, it shall be the responsibility of the Directors to protect the interests of all those intended to benefit by the Corporation's carrying out of its purposes, including but not limited to viewers, consistent with the public interest and the purposes of the Foundation.

3. Annual Meeting

The annual meeting of the Foundation and of the Board of Directors shall be held at the principal office of the Foundation in Boston, or at such other place within the Commonwealth of Massachusetts as designated in the notice of the annual meeting and shall be held within six (6) months of the close of the fiscal year. If such annual meeting is omitted, in the period herein provided therefor, a special meeting may be held in place thereof. If any essential business which must be conducted at that meeting cannot be so conducted then, any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the annual meeting.

At the annual meeting of the Board of Directors, or at a special meeting held in place thereof, the Directors shall elect the new directors and officers of the Foundation.

4. Special Meetings

Special meetings of the Board of Directors may be called by one-third (1/3) of the Members of the Board of Directors, or by two of the following officers: President, Vice-President or the Treasurer. The call for the meeting shall be made by the Clerk, or in case of his or her death, absence, incapacity or refusal, by any other officer, or, in the case of a meeting called by one-third (1/3) of the Members of the Board of Directors, by one such Director, and shall state the date, hour and purpose of the meeting, and the place at which it is to be held.

5. Regular Meeting

At least six (6) regular meetings of the Board of Directors shall be held during each fiscal year of the Foundation.



Regular meetings of the Board of Directors may be held without call or notice at such places and at such times as the Board may by vote from time to time determine.

6. Place of Meetings

All annual meetings of the Foundation and all meetings of the Board of Directors shall be held at the principal office of the Foundation in Boston, or at such other place within the Commonwealth of Massachusetts as may be fixed for annual meetings or as may be stated in the call for a special meeting.

7. Notice of Annual or Special Meetings; Notice of Urgent or Emergency Meeting

- (a) A written notice of every annual meeting of the Foundation and annual or special meeting of the Directors, stating the place, date, hour and purpose thereof, shall be mailed by the Clerk, or by a Director calling the meeting, at least ten (10) days before the meeting to each Person entitled to receive notice at his or her address as it appears upon the records of the Foundation.

No notice of the time, place or purpose of any regular or special meeting of the Foundation shall be required to be given to any Director who expressly waives such notice or who is present or represented at such meeting.

- (b) In the event that the President and another officer, or one third of the Directors make a finding of a need for a special meeting being held on an urgent or emergency basis, the notice of the meeting may be given to each Director either personally or by telephone or by telegram sent to his or her business or home address at least twenty-four (24) hours in advance of the meeting, or by written notice mailed to his or her business or home address at least forty-eight (48) hours in advance of the meeting. Any Director may expressly waive notice of such an urgent or emergency meeting either before or after the meeting. Presence of a Director at a meeting without protest of the lack of notice shall be deemed waiver of notice.

8. Quorum

At any annual, special or regular meeting of the Board of Directors, a simple majority plus one of the persons entitled to vote upon a question to be considered at such meeting shall constitute a quorum for the consideration of such question, but a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

9. Voting

At any meeting of the Board of Directors, each Director shall have one vote on all matters which have been brought before the meeting.

10. Action of Meeting

When a quorum is present at any meeting, a majority of the Directors present and entitled to vote shall, except where a larger vote is required by law, by the Articles of Organization or by these Bylaws, decide any question brought before such meeting, except as provided in Section 4 of Article III and Section 7 of Article VIII.

11. Action Without Meeting



Any action to be taken by the Board of Directors may be taken without a meeting if all the Directors entitled to vote on the matter consent in writing or by phone to the action and such written consents are filed with the records of the Foundation. Such consents shall be treated for all purposes as a vote of the Board of Directors.

12. Telephonic Meetings

Any action to be taken by the Board of Directors may be taken at a meeting of the Board held in whole or in part by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting, subject to the terms hereof.

13. Non-Discrimination

Membership, hiring of staff and Board of Director membership or the composition thereof, shall be non-discriminatory, and open to all, and such membership and hiring, or the composition thereof, shall not be based on race, color, sex, age, religion, national origin or sexual preference.

14. Duration of Associate Membership

The associate membership year shall be on an annual basis, subject to renewal for dues paying Associate Members in good standing. Any person who is eligible for associate membership and has enrolled for same shall be an Associate Member from the time of said enrollment for one year thereafter.

15. Dues

The Directors may, from time to time, adopt a schedule of annual dues, for Associate Members. Said schedule may be based on the revenues or income of the members, based on the nature of membership and on the nature and cost of the equipment and facilities made available to the membership, based on the date of enrollment of each such member within the membership year, or on any other characteristic of the members which the Directors shall designate, provided that the prohibitions in Article II, Section 13 are strictly observed.

16. Notification Procedures

Any person other than a Director shall, as a condition of requesting placement of an item on the meeting agenda of the Directors, provide written notification of such request to the Programming Committee, including a summary of said request, not less than fourteen days prior to any such meeting. The Programming Committee shall make a recommendation on the matter raised by the requesting party, however, the Board of Directors reserves the right to act on requests for placement of items on the agenda of the Board of Directors and to determine action, if any, pertaining thereto. With respect to meetings of the Board of Directors, any person other than a Director requesting to attend such meeting of the Board of Directors, shall give written notification, directed to the Programming Committee, of his or her request to attend and such notification shall be given not less than fourteen days in advance of such meeting. Seven days prior to the meeting, the requesting party will be notified of the appointment, if any, and the time and location, as applicable.

ARTICLE III BOARD OF DIRECTORS

1. Powers



The Board of Directors shall have and may exercise all of the powers of the Foundation.

2. Directors

The governing body of the Foundation shall be a Board of Directors consisting of nine (9) persons. Unless otherwise voted by the Board of Directors, the terms of Directors shall be for four (4) years and will expire at the annual meetings of the Foundation or special meetings held in place thereof. One-third of the terms, or as near as one-third of the terms as practicable, will expire every two years.

There shall be nine (9) Statutory Members of the Foundation, who shall be drawn from the following categories: two (2) shall be representatives of the Mayor; three (3) shall be representatives of colleges and universities located in Boston which offer course in television production; two (2) shall be residents of Boston and may be producers; one (1) shall be a representative of the Boston School Department; and one (1) shall be a representative of the major foundations or corporations in Boston.

Each Director shall hold office until his or her successor is elected or appointed unless removed prior thereto in accordance with law and these Bylaws.

3. Nomination and Election Process of Directors

Directors shall be selected in the following manner: Not later than twenty-seven (27) days prior to the annual meeting of the Board of Directors, the Nominating Committee shall solicit nominations for vacancies from within the Foundation membership, the Mayor's Cable Office, the Boston School Department, charitable organizations, educational institutions, and other organizations which complement the Foundation's mission. Not later than twenty-seven (27) days prior to the Annual Meeting of the Board of Directors, the Nominating Committee shall solicit nominations from Directors and Associate Members for vacancies for the two (2) seats for residents of Boston and one (1) seat for representative of the major foundations or corporations in Boston. In addition, solicitation may include newspaper or cablecast notice. The Nominating Committee shall have the responsibility of compiling a slate of candidates from the nominations for election to the Board. The Directors then in office shall elect Directors from the Nominating Committee slate to fill all the vacancies on the Board at the annual meeting of the Directors or a special meeting held in lieu thereof.

4. Resignation or Removal

A Director may resign by delivering his or her written resignation to the Clerk of the Foundation at its principal office or to any officer. Such resignation shall be effective upon its acceptance by the Board of Directors and the election or appointment of his or her successor.

Any Director who fails to attend three (3) consecutive meetings of the Board of Directors shall be deemed to have resigned, unless such absence is the result of illness or travel, and shall be notified that the Board of Directors intends to remove him or her as a Director at the next regular or special meeting of the Board of Directors.

Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of such meeting of the Board of Directors at which such removal is to be voted upon, and shall be entitled to file a written explanation for such absences or appear before and be heard by the Board of Directors at such meeting to demonstrate that there was a sufficient excuse for such failure to attend the three consecutive meetings prior to the Board's taking a vote for such removal taking place.

If, after reviewing such Director's written and/or oral testimony, a majority of the Directors in attendance at such meeting finds that there was a justifiable excuse for such absences, then the automatic removal order shall be revoked and Director shall continue to serve on the Board; if, however, a majority of the Directors in attendance



at such meeting finds that there was not a justifiable excuse for such absences, then notwithstanding, any language in these Bylaws to the contrary, the Director shall be removed forthwith and the vacancy so created shall be filled in accordance with Article III Section 5 of these Bylaws.

For removal of a Director for any reason other than absence, a standard of proof must be met to ensure that removal is neither arbitrary nor motivated by any other purpose. Infractions under which a Director may be removed include any and all ethical violations under federal, state and any other applicable laws, financial mismanagement, lapses of fiduciary responsibility or other conduct that would constitute behavior unbecoming of a Member of the Board of Directors. In all cases, any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the reasons removal is being proposed and the time and date such meeting of the Board of Directors at which removal is to be voted upon. Said Director shall be entitled to file a written explanation or appear before and be heard by the Board of Directors at such meeting.

The Board of Directors may remove without cause from office any officer or Director by a vote of two-thirds (2/3) of its entire number then in office. The Board of Directors may remove with cause any officer or Director by a vote of a majority of its number then in office.

5. Vacancies

In the event of any vacancy on the Board of Directors, the remaining Directors may exercise the powers of the full Board until successors are elected.

Any vacancy on the Board of Directors occurring between annual meetings may be filled by vote of the remaining Directors, provided that a Director so elected shall serve only until the end of the unexpired term of the person whose absence caused the vacancy to exist.

6. Disqualification

No member of the Foundation's staff shall serve as a Member of the Board of Directors. No close relative of the Foundation's staff shall serve as a Member of the Board of Directors nor shall any close relative of a Member of the Board of Directors be an employee of the Foundation. No employee nor close relative of an employee of the cable licensee or its affiliates may serve as a Member of the Board of Directors nor shall any Director or close relative become an employee of the Licensee or its affiliates.

7. Financial Interest of Director, Relative or Associates; Disclosure

Except as permitted by this Section, any Director who participates as a Director in a particular matter in which to his or her knowledge, he or she, his or her immediate family or partner, a business organization in which he or she is serving as officer, director, partner or employee, or any person or organization with whom he or she is negotiating or has any arrangement concerning prospective employment, has a financial interest, shall, after a hearing, be removed as a Director.

It shall not be a violation of this Section: (a) if the Director first advises the Board of Directors of the nature and circumstances of the particular matter and makes full disclosure of such financial interest, and receives in advance a written determination made by the Board of Directors that the interest is not so substantial as to be deemed likely to affect that integrity of the services which the Board of Directors may expect from the Director; or (b) if after such disclosure, the Board of Directors votes that the financial interest is exempted from the requirements of clause (a) hereof as being too remote or too inconsequential to affect the integrity of Director's services.

8. Compensation



No Director shall receive any compensation for his or her services as a Director of the Foundation as such. However, by resolution of the Board, expenses of attendance at each annual or special meeting of the Foundation, or regular or special meeting of the Board, if any, and other necessary expenses, including, without limitation, travel expenses reasonably incurred by the Director in the performance of his or her duties as a Director, may be reimbursed.

9. Director Emeritus

The Board of Directors may elect as Director Emeritus former Board members to recognize their long-term service and retain the continued benefit of their experience and counsel. A Director Emeritus shall be nominated by the Nominating Committee and shall be elected by a majority vote of the Board. A Director Emeritus may participate in Board and Committee meetings but will have no vote on ordinary Board business.

ARTICLE IV OFFICERS

1. Officers

The officers of the Foundation shall include a President, one or more Vice-Presidents, including the First Vice-President, a Treasurer, a Clerk, and such other officers as the Board of Directors may from time to time elect. The Board of Directors shall elect all officers from the Board of Directors. No person shall hold more than one office at any one time. Each officer of the Foundation shall be elected annually and shall hold office until the next annual meeting of the Foundation, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

2. President and Vice-Presidents

The President shall be the chairperson of the Board of Directors and shall preside at meetings of the Board and at Foundation meetings. The President shall be the chairperson of the Executive Committee and shall nominate the chairpersons of all other committees. The President and First Vice-President shall be members, ex-officio, of all committees.

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

3. Treasurer

The Treasurer of the Foundation shall be the chief financial officer and chair of the Finance Committee and shall have the custody and control of all funds, however, said custody and control shall be subject to such rules and procedures as may from time to time be adopted by the Board of Directors, including procedures for multiple signatures or consents with respect to certain payments or transactions; shall cause all debts and obligations of the Foundation to be paid; shall oversee and report on all income and revenue and shall furnish a monthly financial statement and an annual audited statement of all receipts and disbursements of the Foundation to the Board of Directors. Subject to the direction of the Board of Directors, the Treasurer shall also be responsible for state and federal tax returns, the Annual Report filed with the Secretary of State, and other such government filings.



4. Clerk

The Clerk shall issue notices of all meetings of the Board of Directors, and shall send such official notices as may be directed by the Board. The Clerk shall also be responsible for all general correspondence of the Board and for keeping records of the meetings of the Board.

5. Other Powers and Duties

Each officer shall, subject to these Bylaws, have in addition to the duties and powers specifically set forth in these Bylaws, such duties and powers as are customarily incident to his or her office, and such duties and powers as the Board of Directors may from time to time designate.

ARTICLE V COMMITTEES

1. Standing Committees

The standing committees of the Board of Directors shall be as follows:

- a) Executive Committee
- b) Finance Committee
- c) Nominating Committee
- d) Programming Committee
- e) Grievance Committee

2. Appointment and Functions of the Standing Committees

Committee chairpersons shall be nominated by the President and elected by majority vote of the Board of Directors. The members of each standing committee shall include Directors elected by the Directors. Except for the Executive Committee, Finance Committee and Nominating Committee, special advisory committees may also include Associate Members nominated by the chairperson and elected by the Directors. The members shall be selected so that the committee composition shall reflect the diversity of interest in the City and provide the appropriate balance of views and skills required to meet the stated goals of the committee.

Chairpersons of committees are responsible for keeping minutes of their meetings and furnishing reports as requested. All committees may establish advisory boards as appropriate.

3. Executive Committee

The Executive committee shall comprise the chairperson of each of the standing committees and the President and officers of the Foundation. The President of the Foundation shall serve as chairperson of the 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 the Foundation 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 next meeting following such action. Regular minutes of the proceedings of the Executive Committee shall be kept by the Clerk of the Foundation. One-third (1/3) of the members of the Executive Committee shall constitute a quorum and in every case the affirmative vote of a majority of the entire committee, in person or by proxy, shall be necessary for the passage of any resolution.



Each year, in good time prior to the start of a fiscal year, the Executive Committee shall review the existing annual goals, priorities and work plan for the Foundation and recommend changes for the coming year.

The Executive Committee shall also review and evaluate the Foundation's personnel practices, job descriptions, salary ranges, benefits and related personnel matters.

4. Finance Committee

The Finance Committee shall be responsible for the overall fiscal health of the Foundation, including all income-generating and capital accumulation strategies. The Committee shall prepare and recommend the detailed annual budget for the Foundation prior to the start of each fiscal year based on the goals, priorities and balance of activities decided by the Board of Directors. The Committee shall monitor periodically for variances between actual and projected spending and shall recommend budget adjustments to the Board as needed. The Committee shall monitor fiscal activities with respect to the 501(c)(3) tax-exempt status of the Foundation, including policies to limit commercial activities in accordance with applicable IRS requirements and applicable law.

The Committee shall review the annual financial statements; approve annual audit reports; and recommend to the Board the selection of, and fees to be paid to, the independent certified public accountant for the Foundation. It shall be the responsibility of the Committee to report to the Board of Directors whether the Foundation is meeting its projected budget and on the scope and adequacy of the annual audit and related fees. The Committee shall continually monitor and report to the Board of Directors on the effectiveness and adequacy of the Foundation's internal accounting controls, and will 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.

The Committee shall develop and implement fund raising strategies for the Foundation. The Committee shall recommend to the Board of Directors an annual fund raising plan and special fund raising plans. Upon the adoption of a fund raising plan by the Board of Directors, the Committee shall enlist members of the Board of Directors, Associate Members, and other volunteers to assist in the implementation of specific projects. The Committee shall meet regularly to monitor the Foundation's fund raising status.

The Committee shall examine issues that go beyond the day-to-day management of the Foundation, for example: establishing new access centers, establishing new modes of community access, the overall organization of the Foundation, the range of services provided by the Foundation, new technologies and their impact on the Foundation. The Committee shall generally monitor the development and overall status of the Foundation in order to shape their recommendations for future action, and specifically will monitor the progress of the Standing Committees in meeting their goals on behalf of the Board of Directors.

5. Nominating Committee

The Nominating Committee shall nominate Directors in accordance with Article III, Paragraph 3 above. Said Nominating Committee shall include not less than two Directors and may, as selected by the President and said two Nominating Committee member Directors, include representatives of: Educational, business, charitable, arts and other community institutions and from the Office of the Mayor, as the cable license Issuing Authority.

6. Programming Committee

The Programming Committee shall be responsible for ensuring that a wide variety of programming which addresses the interests and needs of Boston residents is available, either through the production or acquisition



of such alternative programming. The Committee shall consider the balance and scope of programming produced by individuals and institutions in the community, by the Foundation itself, and by other sources.

The Committee shall review and evaluate the allocation of channel space and other programming space which the Foundation manages, operates, or otherwise aids in scheduling; shall recommend to the Board of Directors procedures for the development and evaluation of strategies to maximize the quantity and quality of original programming produced or fostered by the Foundation; and report regularly all programming and channel operation activities to the Board.

The Committee shall develop relevant policy recommendations for Board consideration, and subject to the direction and approval of the Board of Directors, encourage the development and production of public access, educational, health care, cultural, human services, and other community programming; and shall evaluate the use of the Foundation's access facilities and training and assistance made available to individuals and institutions in the community in order to encourage the production of such programming. The Committee shall also be responsible for processing requests from parties seeking placement of matters on the agenda of the Board of Directors as further set forth in Article II, Section 16.

7. Grievance Committee

The Grievance Committee will hear complaints from members and staff of the Foundation and other residents of the City of Boston relating to claims of unfair treatment, rules violations, and improper management decisions. Complaints must be submitted to the committee in writing only after being thoroughly pursued with Foundation management. The Committee has the right to refuse to pursue matters which it believes are trivial, irrelevant or beyond its scope. The decisions of the Grievance Committee are final except in the case of grievances by paid staff which must (1) be heard only by Directors, and (2) be further referred to the Executive Committee for ratification.

8. Other Committees

The Board of Directors may create such other committees and delegate such responsibilities to those committees as shall be considered desirable and permissible from time to time.

ARTICLE VI THE ADVISORY BOARD

The Board of Directors of the Foundation may appoint from time to time an Advisory Board comprised of concerned members of the Foundation community, including Directors, Associate Members, consumers and other members of the community. The Advisory Board may serve as a working group and may propose new policies to the Board of Directors for their approval or disapproval.

ARTICLE VII GENERAL MANAGER

The Board of Directors of the Foundation shall appoint a General Manager. The General Manager shall have the authority and responsibility to manage and operate the Foundation's affairs in accordance with the general policies and directions specified by the Board of Directors and the Executive Committee, shall hire and fire and supervise the daily operations of the employees and shall have such additional authority and duties, as the Board of Directors or the Executive Committee may from time to time prescribe. All such policies, directions and duties shall be communicated to the General Manager by the President, Vice-Presidents, or other officer of the Foundation specifically so authorized; and in the execution of the General Manager's duties, he or she shall report to and be directly responsible to the President of the Foundation, or in the absence or unavailability of



the President, to a Vice-President. The General Manager shall be entitled to compensation for his or her services. The Board of Directors shall negotiate a contract with the General Manager specifying salary, initial term of service, renewal and other provisions as appropriate. The General Manager shall not be deemed a member of the Board of Directors or the Executive Committee, nor shall he or she be deemed to be an officer of the Foundation. The General Manager shall serve as the chief facilitator for public access programming. In the event of an emergency situation, including but not limited to emergencies affecting the safety of Boston residents as a whole, or a more limited emergency affecting the public safety of individuals or affecting the protection of property, the General Manager is intended to be allowed to exercise discretion as needed to respond to emergency situations notwithstanding inability to secure prior Board approval in the course of responding to emergency circumstances.

ARTICLE VIII MISCELLANEOUS PROVISIONS

I. Fiscal Year

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Foundation shall be the twelve (12) months ending June 30 of any given year.

2. Annual Audit

The account books of the Foundation shall be audited annually by an independent certified public accountant retained by the Board of Directors, and the report of such accountant shall be filed with the records of the Foundation. This report shall be made available to the Public Charities Division of the Attorney General and the City of Boston Cable Office and a summary of this report shall be in the Annual Report of the organization.

3. Execution of Instruments

All deeds, leases, transfers, contracts, bonds, notes and other instruments authorized to be executed by an officer of the Foundation in its behalf shall be signed by the President, a Vice-President, or the Treasurer, except as the Board of Directors may generally or in particular cases otherwise determine.

4. Voting of Securities

Except as the Board of Directors may otherwise designate, the President, or a Vice-President, and the Treasurer may waive notice of, and appoint any person or persons to act as proxy or attorney-in-fact for the Foundation (with or without power of substitution), at any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by the Foundation.

5. Charitable Contributions

The Board of Directors may from time to time authorize contributions to be made by the Foundation, in such amounts as it may determine to be reasonable, to corporations, trusts, funds or foundations organized and operated exclusively for charitable, scientific or educational purposes, no part of the net earnings of which inures to the benefit of a Member of the Board of Directors or individual connected with the Foundation.

6. Evidence of Authority

A certificate by the Clerk or by a temporary Clerk as to any action taken by the Board of Directors or any officer or representative of the Foundation shall, as to all persons who rely thereon in good faith, be conclusive evidence



of such action. The exercise of any power which by law, by the Articles of Organization or by these Bylaws, or under any vote of the members or the Board of Directors, may be exercised by an officer of the Foundation only in the event of the absence of another officer or any other contingency, shall bind the Foundation in favor of anyone relying thereon in good faith, whether or not such absence or contingency existed.

7. Amendments

Any part or all of these Bylaws may be altered, amended or repealed from time to time by a two-thirds vote of the 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 Directors no less than seven (7) days before such meeting.

8. Conflict of Interest

No Director or officer of the Foundation may participate in the evaluation, review, and approval of any application for a grant or any other matter in which he or she has a direct personal interest. No Director or officer may participate in a particular matter in which an organization by which he or she is employed, or of which he or she is an officer or director, has greater than a ten percent (10%) interest. The decision of the Board of Directors shall be final in determining whether a Director or officer shall be disqualified from participation in any way in the matter.

All grants and other transactions shall be conducted at arm's length and shall not violate the proscriptions in the Articles of Organization, these Bylaws, or any other applicable prohibition against the Foundation's use or application of its funds for private benefit. No such loan or transaction shall be entered into if it would result in denial of or loss of tax exempt status under Section 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended.

9. Access Use

The Foundation shall provide a minimum of one (1) channel on the Subscriber Network to be used on a priority basis for community access use; and shall provide additional access hours as the utilization level requires. The determination that the utilization level requires additional hours of community access time shall be made by the Directors, taking into account the national standards therefor, relevant laws or regulations, and the particular needs of City of Boston subscribers.

10. Access Rules

The Board of Directors shall develop rules and other operating guidelines and policies, ensuring that channel time for public access purposes is available to residents and groups on an equitable, non-discriminatory and fiscally responsible basis subject to reasonable scheduling policies. Said rules shall preserve the principle that a reasonable minimum amount of channel and facility time is available to Boston residents for public access communications purposes. Access time shall be allocated on a first come, first served, non-discriminatory basis subject to reasonable scheduling policies. The Foundation may establish cost recovery rules as lawful and necessary, for, among other things, use of the mobile production van.

11. Seal

The Seal of the Foundation shall consist of a flat-faced circular die with the name of the Foundation, its state of incorporation and the year of its organization cut or engraved thereon.

12. Programming Support Funds



The Board of Directors may disburse funds to individuals, organizations, and citizen groups for the production, distribution, acquisition and/or promotion of programs to be shown on Foundation channels. Said programming shall be consistent with the purposes of the Foundation. Funds so disbursed shall be allocated pursuant to rules and procedures adopted by the Board of Directors.

ARTICLE IX INDEMNIFICATION

The Foundation shall, to the extent legally permissible, indemnify each of its Directors and officers (including persons who serve at its request as Directors and officers of another organization in which it has an interest) 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 the Foundation; provided, however, that as to any matter disposed of by a compromise payment by such Director or officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as being in the best interest of the Foundation after notice that it involves such indemnification: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors then in office after the Foundation has received an opinion in writing of independent legal counsel to the effect that such Director or officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Foundation. 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 the Foundation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Foundation 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 which any Director or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Director" and "officer" include their respective heirs, executors and administrators, and an "interested" Director is one against whom, in such capacity, the proceeding in question or another proceeding on the same or similar grounds is then pending.

Further to matters of liability, Directors and Officers liability insurance shall be kept in force at all times.

BYLAWS HISTORY:

July 13, 1983 Board of Trustees ratified revised Bylaws.

June 18, 1986 Revised Article III, section 4 (removal of Trustee) and added new Article III, section 14 (conflict of interest).

Oct. 12, 1989 Deleted Article VI in its entirety as well as all other references to Board of Overseers (based on recommendation of Five Year Task Force).

June 3, 1992 Added Article III, section 15 (Trustee Emeritus); deleted all references to Vice President for Legal Affairs, Assistant Treasurer, and Assistant Clerk; modified Article IV, section 2 (President and Vice-President) to



conform to new Committee structure; completely rewrote Article V (Committees); changed Article VIII, section 1 (fiscal year) (based on recommendation of Ad Hoc Implementation Committee).

Oct. 12, 1994 Revised Article I, section 5 (Annual Meeting date) and Article III, section 2 (Trustee term expirations).

Oct. 22, 1998 Revised Article I (title), Article II, section 2 (Statutory members), section 5 (Annual Meeting), section 9 (Quorum), section 13 (Compensation), section 13 (Duration of Associate Membership), Article III, section 2 (Trustees), section 4 (Resignation or Removal), section 7 (Regular Meeting), section 9 (Quorum), section 13 (Compensation), Article IV, section 3 (Treasurer), Article V, section 1 (Standing Committees), section 4 (Finance Committee), deleted section 5 and added it to section 4, section 6 (Promotion/Outreach Committee), section 8 (Programming Committee, section 9 (Access Uses Committee) added to section 7, section 11 (Long Range Planning Committee) added to section 4, Article VI (Advisory Board) inserted, Article VIII, section 9 (Access Use).

September 17, 2003: Deleted all references in bylaws to the term "Trustees" and replaced with "Directors". Revised Art. I (Name, Purposes, Powers, and Related Matters). Art. II, deleted s. 1 (redundant with s. 3); revised s. 2 (Board of Directors) and renumbered as s. 1; revised s. 3 (Associate Members) and renumbered as s. 2; deleted s. 4 (unnecessary reference to previous amendment); revised s. 5 (Annual Meeting) and renumbered as s. 3; revised s. 6 (Special Meetings) and renumbered as s. 4; added new s. 5 (Regular Meeting, previously located in Art. III, s. 7); revised s. 7 (Place of Meetings) and renumbered as s. 6; revised s. 8 (Notice of Meetings) and renumbered as s. 7; revised s. 9 (Quorum) and renumbered as s. 8; revised s. 10 (Voting) and renumbered as s. 8; revised s. 11 (Action of Meeting) and renumbered as s. 10; added s. 11 (Action Without Meeting) previously located in Art. III, s. 11; added new s. 12 (Telephonic Meetings) previously located in Art. III., s. 12; removed old s. 12 (Resignations) and relocated/consolidated to Art. III, s. 4; removed old s. 13 (Compensation) and relocated to Art. III, s. 8; revised s. 14 (Non-Discrimination) and renumbered as s. 13; revised s. 15 (Duration of Associate Membership) and renumbered as s. 14; revised s. 16 (Dues) and renumbered as s. 15; added s. 16 (Notification Procedures). Art III, revised s. 2 (Directors); revised s. 3 (Nomination and Election Process of Directors); revised s. 4 (Resignation and Removal); relocated sections 7 (Regular Meeting), 8 ((Notice of Special Meetings), 9 (Quorum), 10 (Action of Board of Trustees), 11 (Action Without Meeting) and 12 (Telephonic Meetings) into Art. II; renumbered s. 14 as s. 7; added s. 8 (Compensation) previously located in Art. II, s. 13; revised s. 15 (Director Emeritus) and renumbered as s. 9. Art IV, revised s. 2 (President and Vice-Presidents); revised s. 3 (Treasurer); revised s. 4 (Clerk); deleted s. 6 (Resignation and Removal) and moved to Art. III, s. 4; deleted s. 7 (Vacancies) as topic is addressed in Art. III; deleted s. 8 (Compensation) as content is redundant. Art. V, revised s. 1 (Standing Committees); revised s. 2 (Appointment and Functions of the Standing Committees); revised s. 4 (Finance Committee); deleted s. 5 (Marketing & Community Relations); revised s. 6 (Nominating Committee) and renumbered as s. 5; revised s. 7 (Programming Committee) and renumbered as s. 6; renumbered s. 8 (Grievance Committee) as s. 7; renumbered s. 9 (Other Committees) as s. 8. Art. VI, (The Advisory Board) was amended. Language was added to Art. VII (General Manager) to give the General Manager certain discretionary power during an emergency situation. Art. VIII, revised s. 2 (Annual Audit); revised s. 10 (Access Rules); deleted s. 13 (Non-Discrimination). Language was added to Art. IX mandating that Directors and Officers Liability insurance be kept.