

By-Laws of North Berkshire Community Television Corporation, Inc.

**Revised & Approved by The Board of Directors December 12, 2024
Ratified by Membership June 5, 2025**

Article I

Name, Purposes, Powers and Related Matters

1. The name of the corporation North Berkshire Community Television Corporation, Inc. (hereafter in these By-Laws referred to as the “Corporation”), the location of its principal office and its purposes shall be set forth in the Articles of Organization and these By-Laws, and shall be exclusively charitable, scientific, and educational within the meaning of section 501(c) (3) of the Internal Revenue Code, as amended from time to time.

The powers of the Corporation and its Directors, Officers, Committees and Members, and all matters concerning the conduct and regulation of the affairs of the Corporation and the manner in which and the officers and agents by whom it’s purpose maybe accomplished shall be governed by such provisions in regard thereto, if any, as are set forth in the Articles of Organization and these By-Laws.

All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization as from time to time amended.

Article II

Membership

1. *Classes of Membership*

The Corporation shall, from time to time, establish different classes of membership through which the Corporation shall serve the City of North Adams, the Towns of Adams, Cheshire and Clarksburg, collectively referred to hereafter as the “Municipalities.” The eligibility to participate in these classes of membership shall, barring any specific exceptions specified in the By-Laws, be established by the Corporation’s Board of Directors.

2. *Qualification for Voting Membership*

Voting membership in the Corporation is open to individuals either residing in the Municipalities; who work or have a place of business in the Municipalities; are students in a recognized educational organization in the Municipalities; or work as a part of a non-profit organization based in and/or serving the Municipalities. Such membership may be attained through demonstration of interest in the affairs of the Corporation by:

- a. Completing and returning to the Corporation a recognized application for membership;
- b. Paying the prescribed membership dues, by class, as they may from time to time be established by the Board of Directors; and
- c. Who have been members of the Corporation for at least twenty (20) days prior to any meeting of members.

3. *Annual Meeting of Members*

The Annual Meeting of Members shall be held at a location within the Municipalities agreed upon by the Board of Directors, on the First Thursday in June of each year for the purpose of electing Directors and transacting such other business as may properly come before the meeting. The time and place of the Annual Meeting shall be determined by the Corporation’s Board of Directors, and members shall be notified of each meeting as provided herein.

4. *Special Meeting of Members*

Special Meetings of Members shall be called by the President upon request of the Board of Directors or upon written request therefore submitted to the Corporation by not less than one-tenth of all members entitled to vote at such a meeting.

5. *Notice of Meetings*

A written notice of every Annual or Special Meeting of the Corporation, stating the place, date, hour, and purpose shall be given not less than fourteen (14) nor more than thirty five (35) days before. Notice shall be sent via physical mail to each member entitled to vote at such meeting to their address as it appears upon the records of the Corporation. Notice shall be displayed several times, in varying day parts, on any platforms managed by the Corporation during the notice period described above.

6. *Quorum of Members*

Twenty percent (20%) of the members entitled to vote, present in person, shall constitute a quorum at the Annual or Special Meeting of Members. If a quorum shall fail to attend, a majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. At such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally notified.

7. *Procedure for Voting*

Members shall be entitled to vote on all matters submitted to the Members for approval at meetings of the Members except for the election of the Board of Directors as otherwise provided herein. Those eligible to vote on a question may vote in person.

8. *Members' Dues*

The Board of Directors may, from time to time, adopt a schedule of annual dues. Dues shall be maintained at a level reasonably intended to cover the direct costs of: Maintaining the membership rolls; providing for participation by the Membership in the governance of the Corporation; and communicating the Corporation's activities to the membership; including the use of printed materials such as a newsletter or a program guide. A member that fails to pay annual dues shall be disqualified.

9. *Membership Powers and Rights*

In addition to the right to elect Directors as provided in the by-laws, and such other powers and rights as are granted to them by law, the Articles of Organization of the corporation, or these bylaws, the members shall have such other powers and right as the Directors may determine.

Article III

Board of Directors

1. *Powers*

The Board of Directors shall have and may exercise all of the powers of the Corporation to the extent permitted by the General Laws, the Articles of Organization and these By-Laws.

Every board Director shall be entitled to reasonable access to the records of the Corporation. Such access shall include the right to inspect, review and duplicate such records during the Corporations normal business hours.

2. *Tenure and Qualifications*

Directors must reside in one of the Municipalities in order to be qualified to serve on the Board. The Board shall consist of one director from each of the Municipalities, and no fewer than three (3) At-Large Directors who will serve from any of the Municipalities, for a total never less than three (3) Directors. The total number of serving Directors will be designated by the Directors through a majority vote. The Directors will be elected in accordance with the provisions of Section 3 of this Article to serve for a three (3) year term. Each director shall hold office until his or her successor is elected or appointed unless removed prior thereto in accordance with law and these by-laws.

3. *Nomination and Election Process of Directors*

Directors shall be selected in the following manner: no later than fourteen (14) days prior to the Annual Meeting of the Corporation, a Nominating Committee of the Board of Directors shall notify all members of the Corporation of upcoming elections and shall be charged with the responsibility of compiling a slate of candidates from these submissions for election to the board. The full Board will vote on admission to the ballot those candidates recommended by the Committee.

In addition to the candidates selected by the Nominating Committee, any member may become a candidate for election to the Board of Directors by presenting the Nominating Committee with a petition provided by the Secretary of the Corporation for special nomination signed by at least one-tenth of the eligible voting members of the corporation no later than fourteen (14) days prior to the date of the Annual or Special Meeting at which the election for the filling of the vacancy or vacancies is to occur. Such candidates will be added to the Nominating Committee slate to fill vacancies on the Board of Directors. Signatures for purposes of this Section shall be deemed valid unless challenged prior to the date of the election.

4. *Removal of Directors, Vacancies*

Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without reasonable excuse may be proposed for removal from the Board of Directors by a majority vote of those present and voting at a Regular or Special Meeting of the Board of Directors. Any Director proposed for removal shall be entitled to at least ten (10) days notice in writing and sent via physical mail of the meeting of the Board of Directors at which such removal is to be voted upon. Said Director shall be entitled to appear before and be heard by the Board of Directors at such meeting prior to such vote for removal taking place.

At the Directors option, any vacancy on the Board of Directors shall be filled in the same manner as originally appointed or elected at the annual meeting or appointed by the vote of a majority of the Board of Directors then in office. Such replacement Director shall serve until the end of the unexpired term of the person whose absence caused the vacancy to exist.

In addition, if any vacancy in the Board of Directors shall occur, the remaining Directors shall continue to act. Directors appointed or elected under these provisions shall comply with the established subscriber distribution.

5. Disqualification

No member of the Corporation's staff, or any applicant for a position with the Corporation, shall serve as a member of the Board of Directors. No close relative of the Corporation'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 Corporation. For the purposes of this by-law, "close" shall be defined as a spouse or domestic partner; a child, grandchild, parent, grandparent, or sibling, whether by blood, adoption, or marriage.

6. Schedule of Meetings

The Board of Directors shall hold at least three (3) regular director meetings during each fiscal year of the Corporation.

The Board of Directors may hold Special Meetings whenever requested by the President, or by one third (1/3) or more of the Directors.

The Secretary shall cause written notice of the regular and any special directors meetings to be mailed or delivered to each Director at least five (5) days before the date of the meeting, unless all of the Directors attend or a sign a written waiver of notice.

7. Meetings Open to the Public

Notwithstanding the private charitable status of the Corporation, meetings of the Board of Directors shall be open to the public in accordance with the reasons as specified in Chapter 39, section 23A and 23B of the General Laws of the Commonwealth which governs when certain governmental agencies may hold closed meetings and is adopted for purposes of this section only by the Corporation as a guideline for the conduct of meetings of the Board of Directors. Whenever the Board of Directors determine to hold a closed meeting, it should publicly specify its reasons for closing the meeting. However, the posting of notices of meetings and notices to Directors shall be in conformity with these By-Laws and not necessarily the requirements of M.G.L. chapter 39 and , furthermore, nothing in these By-Laws shall preclude the Directors from taking action through written unanimous consent.

8. Quorum of Directors

Half of the total Directors plus one shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. All votes must be cast personally, in person or via remote meeting. There will be no voting by proxy or other representative method.

9. *Action of the Board of Directors*

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Corporation's Articles of Organization or these By-Laws.

10. *Compensation of Directors*

Directors shall not be compensated for their service as Directors other than the reimbursement of reasonable and necessary expenses incurred in the performance of such services. However, nothing shall preclude any Director from serving the Corporation in any other non-staff capacity and receiving compensation therefore. The terms and circumstances of any such compensation must be fully disclosed in writing to the Board of Directors and must be approved by an affirmative two-thirds (2/3) vote of the Board of Directors.

11. *Advisory Board*

The Board of Directors desires to have broad community input. Therefore, there shall be an Advisory Board made up of individuals who provide support and advise to the Board and Staff on matters in which they have expertise. The Advisory Board does not meet regularly. Advisory Board members may be recruited by any member of the Board or Staff. Advisory Board members must be approved by both the president and Executive Director.

Article IV Officers

1. *Appointment of Officers*

The Board of Directors of the Corporation shall appoint the officers of the Corporation from among the Directors of the Corporation. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may deem desirable. No person shall hold more than one office at any one time. Each officer of the Corporation shall be elected annually at the meeting following the Annual Meeting and shall hold office until the meeting following the Annual Meeting of the Corporation, or Special Meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

The Board of Directors may remove from office any officer by a vote of two-thirds (2/3) of its entire number then in office. A vacancy in any office may be filled by vote of the Board of Directors. Officers shall not be compensated for their services as Officers of the Corporation.

2. *President*

The President shall be the Chief Executive Officer of the Corporation and, except as the Directors may determine, shall have charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of Members and Directors. The President shall nominate the Chairpersons of all other committees. The President shall have custody of the Treasurer's bond, if any. The President shall have such other duties and powers as the Directors may determine.

3. *Vice President*

In the absence of the President, or in the event of the President's inability to act, the elected Vice-President shall have all the rights, duties and privileges of the President.

4. *Secretary*

The Secretary shall issue notices of all meetings of the Board of Directors and shall send official notices as may be directed by the Board, or as required pursuant to these By-Laws. The Secretary shall also be responsible for all general correspondences of the Board and in general performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

5. *Treasurer*

The Treasurer shall be responsible for the custody of the corporate funds; keeping the full and accurate accounts of receipts and disbursements to the Corporation; depositing all monies in the name of the Corporation in an institutional interest bearing account, and in such depositories as may be designed by the Board of Directors; and shall furnish a quarterly or monthly financial statement and an annual statement of all receipts and disbursements of the Corporation to the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond.

Article V Committees

1. *Standing Committees*

The Standing Committee of the Board of Directors shall include: Finance; Fundraising; Nominating; Personnel; and Facilities & Equipment.

2. *Appointment and Duties of the Standing Committees*

Committee chairpersons shall be nominated by the President and elected by majority of the Board of Directors. The members of each standing committee shall be nominated by the President, after consultation with the chairpersons of such committee, and may include non-Directors. Chairpersons of Committees are responsible for keeping minutes of their meetings and furnishing reports as requested.

3. *Finance Committee*

The Finance 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 accountants for the Corporation. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether the Corporation is meeting its projected budget; on the scope and adequacy of the audits and related fees; and to continually monitor and report to the Board of Directors on the effectiveness and adequacy of the Corporation's internal accounting controls. The Finance Committee shall develop and recommend to the Board the Corporation's expenses and income.

4. *Fundraising Committee*

The Fundraising Committee shall develop and implement Fundraising strategies for the Corporation. The Committee shall recommend to the Board of Directors various Fundraising plans as needed, and upon the adoption of a Fundraising plan by the Board of Directors, the Committee shall enlist Members of the Board of Directors, Officers, Members and other volunteers to assist in the implementation of specific projects. The Committee shall meet regularly to monitor the Corporation's Fundraising status, as well as to review grant proposals.

5. *Nominating Committee*

The Nominating Committee shall select candidates for election to fill any vacancies of the elected Directors of the Board of Directors. The Nominating Committee shall be charged with soliciting the names of nominees for the Board of Directors from the general membership and with the preparation of a slate of candidates to fill such vacancies as elsewhere herein provided in Article Three.

6. *Personnel Committee*

The Personnel Committee shall be charged with developing, with the support of the Executive Director, the Corporation's personnel policies, job descriptions and advertisements, reviewing and evaluating staff salaries and benefits. The Committee shall provide support to the Executive Director during the hiring process, participating during

interviews and offering input on candidates to help facilitate the Executive Director's final decision. The Committee shall hear grievances between the staff and Executive Director as needed, as well as grievances between the members and staff.

7. Facilities and Equipment Committee

The Facilities and Equipment Committee shall evaluate the use of the Corporation's access and community programming facilities and shall also be responsible for recommending all capital expenditures. The Committee shall oversee matters regarding real estate and leases.

8. Other Committees

The Board of Directors may, by majority vote, create such other Committees and delegate such responsibilities to these committees as shall be considered desirable and permissible from time to time.

Article VI

Miscellaneous Provisions

1. *Fiscal Year*

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall be the twelve (12) months ending December 31st of any given year.

2. *Annual Financial Review*

The account books of the Corporation shall be reviewed 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 Corporation.

3. *Execution of Corporate Instruments*

Mortgages, bonds, notes, checks, and other evidence of indebtedness and such other instruments as the Corporation may issue in the signature of the President and such other officer or officers the Board of Directors may from time to time determine by resolution. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

4. *Amendments*

Any part or all of the By-laws may be altered, amended or repealed from time to time by a two-thirds 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 of such meeting mailed to the Board of Directors no less than ten (10) days before such meeting. Any such changes must be ratified at the next scheduled Annual or Special Meeting. Notice of such proposed changes must be provided with the notice of Annual Meeting pursuant to per Section 5 of Article 2.

5. *Conflict of Interest*

No Director or officer of the Corporation 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. All grants and other transactions shall be conducted at arm's length and shall not violate the proscriptions in the Articles of Organization, these By-laws, or any other application prohibition against the Corporation'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 501(c), 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended.

6. *Seal*

The Board of Directors shall approve and adopted a corporate seal which shall have inscribed thereon the name of the Corporation and the state of incorporation and the words

“Corporate Seal.” The Seal shall be stamped or affixed to such documents as by prescribed by law or custom or by the Board of Directors.

7. *Distribution of Net Earnings of The Corporation*

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

8. *Non-Discrimination*

Selection of the Board of Directors, officers of the Corporation, members, volunteers and staff shall not be based on race, color, religion, age, national origin, disability, sexual preference, gender, or other protected class as established by State or Federal law.

9. *Additional Municipalities*

The Corporation may enter into agreements with other municipalities, across corporations or cable television licensees to provide access services and to share resources, including but not limited to facilities, equipment and staff and other resources, and enter into other agreements to carry out activities consistent with the purpose of the Corporation. Such agreements should provide necessary resources to the Corporation to serve the particular municipality in question. Such agreements must be approved by the Board of Directors.

10. *Personnel Responsibilities*

The Board shall be responsible for the hiring of and reviewing the performance of the Executive Director and shall be responsible for related personnel matters. In addition, the Board shall be responsible for reviewing and ratifying the decisions of the Personnel Committee in matters of necessity and shall serve as a part of the grievances process when necessary.

11. *Review of Bylaws*

The Board of Directors shall be charged with, on a bi-annual basis, reviewing and updating these Bylaws in order to ensure continued and legally accurate foundation of the Corporation.

12. *Dissolution of Corporation*

Upon dissolution, all assets of the Corporation shall become the property of the Municipalities in proportion to the cable subscribers reported during the most recent Fiscal Year publicly reported by the Commonwealth of Massachusetts.

Article VII Indemnification

1. Statement of Indemnification

To the fullest extent permitted by Chapter 180, Section 3 of the Massachusetts General Law as it exists or may be amended each Officer, and the Directors of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which he/she becomes subject by reason of his/her being or having been an Officer or Director at the time of adjudication of such claim or liability. The Corporation shall also indemnify such officer or director for any and all legal and other expenses reasonably incurred by him/her in connection with any actual or threatened action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been such an Officer or Director at the time of incurring such expenses. No Officer or Director shall be indemnified against any action, claim suit or proceeding in which he/she shall be finally adjudged liable by reason of his/her own negligence or willful misconduct; and no such Officer or Director shall be indemnified against the cost of any compromise or settlement of any such alleged claim or liability, unless said compromise or settlement shall be approved in advance by the Board of Directors.