

LYNN COMMUNITY TELEVISION, INC.
(LCT, INC.)

BYLAWS

Approved by the LCT, INC. Board of Directors
MARCH 11th, 2016

**BYLAWS
OF
LYNN COMMUNITY TELEVISION, INC.**

**ARTICLE I –
NAME, PURPOSES, POWERS AND RELATED MATTERS**

(a) Name and Purpose:

The name of Lynn Community Television, Inc. (hereinafter in these Bylaws referred to as “the Corporation”), 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 exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

(b) Powers:

The powers of the Corporation and of 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 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 and these Bylaws and such operating rules and procedures as may be promulgated or approved by the Directors from time to time.

(c) Articles of Organization:

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

(d) Mission Statement:

To operate successful public access television channels for the City of Lynn, sometimes hereinafter referred to as “City,” which provide diverse programming and services which inspire, entertain and educate while fostering citizenship, life-long learning and appreciation of the arts.

**ARTICLE II –
MEMBERSHIP**

(a) Members:

- (1) All residents of the City of Lynn are eligible for membership in the Corporation.

- (2) Additionally, educational, governmental, health care, arts, religious, business, civic, and other entities, which are based in the City shall be eligible for membership.
- (3) No employee of the Corporation shall simultaneously be a member of the Corporation.

(b) Qualifications for Voting:

- (1) Voting membership in the Corporation is open to individuals either residing in the City or who work or have a place of business in the City which has become an Organizational Member and who demonstrates their interest in the affairs of the Corporation by:
 - (A) Completing and returning to the Corporation a completed Access Membership Enrollment Form;
 - (B) Paying the prescribed membership dues, by category, as they are from time to time established by the Board of Directors;
 - (C) Being a Member of the Corporation for at least ninety (90) days prior to any meeting of the Members;
 - (D) Complying with these Bylaws, the Articles of Organization, rules and procedures duly promulgated, contracts the Corporation and the City, as applicable, and being a member in good standing.

(c) Annual Meeting:

- (1) The Annual Meeting of Members shall be held in Lynn, in the month of June of each year for the purpose of electing Directors and transacting such other business as may properly come before the meeting.
- (2) The time and place of the Annual Meeting shall be determined by the Corporation's Board of Directors. Members shall be notified of each meeting as provided herein.

(d) Special Meetings:

Special meetings of Members shall be called by the President upon request by a majority of the Board of Directors or upon written request therefor submitted to the Corporation by not less than one-third (33%) of the Members entitled to vote at the special meeting.

(e) Notice of Meetings:

- (1) The official written notice of every annual or special meeting of the Corporation, stating the place, date, hour and purpose shall be given not less than ten (10) nor more than thirty (30) days before the date of the meeting to each Member entitled to vote at such meeting at his or her address as it appears upon the records of the Corporation.
- (2) Notice shall also be made in multi-media formats several times, in varying day parts, on the Public Access channel, and an online homepage if any, as managed by the Corporation during the notice period described above. Notice shall be posted in at least one (1) conspicuous place outside of the exterior office door or other visible location determined by the President or his/her designee.

(f) Quorum of Members:

- (1) Ten percent (10%) of the Members in good standing entitled to vote, present in person shall constitute a quorum at any annual or special meeting of Members.
- (2) If a quorum shall fail to attend, a majority of those present may adjourn the meeting from time to time, with or without notice other than announcement at the meeting, until a quorum is present; then, when a quorum is present, any business may be transacted that might have been transacted at the meeting as originally notified.

(g) Meetings Open to the Public:

All meetings of the Members of the Corporation shall be open, in their entirety, to the public, unless by majority vote, the Meeting deems closure of some of the meeting (“executive session”) to be in the best interest of the Corporation, as further prescribed in this subparagraph. While the Corporation is not a “public body” and as such is not as a matter of law subject to the Open Meeting Law (M.G.L. c.30, secs. 18 - 25), the Corporation shall, however, limit entry into executive session by the Members to those executive session exceptions contained in the Open Meeting Law and shall conduct said executive sessions consistent with the provisions of the Open Meeting Law. This limitation on executive sessions seeks to further the goals of openness and transparency.

Whenever the Board of Directors determines to hold a closed meeting, it shall publicly specify its reasons for closing the meeting, unless such disclosure would defeat the purpose of the closed meeting.

(h) Procedure for Voting:

Members shall be entitled to vote on all matters submitted to the Members for approval at meetings of the Members except as otherwise provided in these Bylaws or applicable law.

(i) Termination:

- (1) The Board of Directors may from time to time adopt or approve rules and procedures for the termination or suspension of a Member and/or the termination of producer/sponsorship rights, only for cause and only after notice.
- (2) The rules and procedures regarding termination and suspension of a member and/or termination of producer/sponsorship rights, shall include the following:
 - (a) Provision for written notification of such proposed action and the method(s) of forwarding said written notification.
 - (b) Requirement(s) that such written notice shall contain the specific basis for such proposed action and relevant information thereto.
 - (c) Provisions for and regarding appeal rights to the Board of Directors, including written notification of such appeal rights and Board of Director's meeting regarding the matter.

**ARTICLE III –
BOARD OF DIRECTORS**

(a) Powers:

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

(b) Qualifications:

- (1) Except for the initially appointed Board of Directors, candidates for nomination or appointment to the Board of Directors shall be:
 - (A) Members in the organization for at least ninety (90) days;
- (2) Members of the Board of Directors have a fiduciary duty to the organization.
- (3) Members of the Board of Directors are expected to partake in the activities of the organization, including active participation in the Board of Directors and Committee meetings.
- (4) Members of the Board of Directors appearing in, producing, or directing a regularly scheduled program shall be eligible to serve as a Director during the period that the program appears on the Corporation's schedule. If a show in which a Member of the Board of Directors is so involved begins to air regularly after that Member's election to the Board, he/she shall be deemed to have

resigned his/her Board position and the vacancy shall be filled as provided in Article III, subsection (d).

(c) Term of Office:

- (1) Terms of all elective or appointive offices shall be as set forth in subsection (d) of this Article.
- (2) No Director shall be elected or appointed to serve for more than six (6) consecutive years.
- (3) No Member may serve again as a director until one year has passed since his or her prior service ended.
- (4) Each Director shall hold office until his or her successor is elected or appointed, unless removed prior thereto in accordance with law or these Bylaws.

(d) Nomination and Election Process:

- (1) For three (3) years after incorporation, the Board of Directors shall have five (5) directors appointed by the Mayor. At the Annual Meeting, in the third year of the Corporation's existence, the Board of Directors shall be appointed and elected as follows:
- (2) After the initial three (3) year terms, referenced above, the Board of Directors shall have up to five (5) directors appointed and elected as follows:
 - (A) Two directors shall be appointed by the Mayor of Lynn, for terms of three (3) years after termination of their first terms in accordance with the following:
 - (i) One director shall be appointed for a first term, the duration of which will be three (3) years.
 - (ii) One director shall be appointed for a first term, the duration of which will be two (2) years.
 - (B) Three directors shall be elected at the annual meeting of the members of the Corporation for terms of three (3) years, and shall be Lynn residents from the community at large. However, the terms shall be staggered and the terms of the directors elected at the first annual meeting after the third year of the Corporation's existence shall be as follows:
 - (i) One director for a term of one (1) year, three (3) year terms thereafter.
 - (ii) One director for a term of two (2) years, three (3) year terms thereafter.
 - (iii) One director for a term of three (3) years, three (3) year terms thereafter.

- (3) Elective Directors shall be selected in the following manner:
- (A) No later than sixty (60) days prior to the Annual Meeting of the Corporation, the Nominating Committee of the Board of Directors shall notify all Members of the Corporation of upcoming elections.
 - (B) The Nominating Committee shall be charged with the responsibility of compiling a slate of candidates for the Elective Directors, and of determining the qualification of such candidates prior to submitting the slate to the Board of Directors.
 - (C) In addition to the candidates selected by the Nominating Committee, any qualifying Member may become a candidate for election to the Board of Directors by presenting a petition provided by the Secretary of the Corporation for special nomination.
 - (D) The petition shall be signed by at least ten (10) eligible voting members of the Corporation, no later than thirty (30) days prior to the date of the annual or special meeting at which the election for the filling of the vacancy is to occur.
 - (E) Such candidates will be added to the Official Slate to fill vacancies on the Board of Directors after a review for qualifications by the Nominating Committee.
 - (F) The Nominating Committee shall not submit to the Board of Directors the name of any candidate for election to the Board who is not qualified for election under these rules.
 - (G) Signatures for purposes of this section shall be deemed valid unless challenged prior to the date of the election.
 - (H) Members shall vote on the Official Slate at the annual election at the Annual Meeting or at an election at a special Meeting. .
 - (I) Method of voting will be by paper ballot listing the slate prepared by the Nominating Committee.
 - (J) The ballots will be accepted up to one hour before the beginning of the Annual Meeting, at a closing time printed on the ballot.
 - (K) Ballots will not be accepted after that time.
 - (L) Closing time for the voting will be printed on the ballot.
 - (M) The Secretary of the Corporation and/or his/her designee(s) shall verify membership and tally the votes.
 - (N) The Board of Directors may appoint, by a two-thirds (2/3) vote, members to fill vacancies which occur within the elected positions. The vacancy so filled shall be effective through to the remainder of the vacated term.
 - (O) The member appointed by the Board of the Directors to fill an elective position vacancy will serve until the next Annual Meeting or Special Meeting whereupon a replacement has been elected.
 - (P) Board vacancies which occur within an appointed position shall be filled by the respective appointing authority for a position to be effective through to the remainder of the vacated term.

(e) Removal and Termination:

- (1) Any elected Director may be removed from the Board of Directors for cause by four (4) Directors voting at a regular or special meeting of the Board of Directors.
- (2) Any appointed Director may be removed at any time by his or her appointing authority.
- (3) Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon.
- (4) Such Director shall be entitled to appear before and be heard by the Board of Directors at such meeting, prior to a vote for removal taking place.
- (5) Any Director missing four (4) consecutive meetings of the Board of Directors shall be automatically terminated from the Board, unless showing reasonable cause.
- (6) By simple majority, the remaining Directors may reinstate the terminated Director
- (7) The Board of Directors may promulgate procedures and rules regarding removal and/or termination of Directors, which shall not be in conflict with the above bylaw requirements and provisions.

(f) Vacancies:

- (1) Any Member of the Board may resign at any time by submitting a written resignation to the President, Vice President or Secretary of the Corporation.
- (2) Vacancies to both the appointive and the elected Board positions shall be filled as set forth in subsection (d) above. Vacancies so filled shall be for the conclusion of the vacated term. Following that, the position shall be filled in the manner provided, and for the term provided by subsection (d).

(g) Disqualification:

- (1) No employee of the Corporation shall serve as a Member of the Board of Directors.
- (2) No close relative (domestic partner, sibling, parent or child) of an employee of the Corporation shall serve as a Member of the Board of Directors.

(h) Schedule of Meetings:

- (1) The Board of Directors shall hold at least six (6) regular meetings during each fiscal year of the Corporation.
- (2) The Board of Directors may hold special meetings whenever requested by the President or majority of the Directors, as also provided in Article II, subsection (d).
- (3) The Secretary shall cause written notice of the regular and any special meetings to be mailed or delivered electronically to each Director at least five (5) days before the date of the meeting. Directors attending a meeting or signing a written waiver of notice, shall be deemed to have waived the right to such written notice.

(i) Meetings Open to the Public:

All meetings of the Board of Directors of the Corporation shall be open, in their entirety, to the public, unless by majority vote, the Meeting deems closure of some of the meeting (“executive session) to be in the best interest of the Corporation, as further set out in this subparagraph. While the Corporation is not a “public body” and as such is not subject to the Open Meeting Law (M.G.L. c.30, secs. 18 - 25), the Board of Directors shall, however, limit entry into executive session to those executive session exceptions contained in the Open Meeting Law and shall conduct executive sessions consistent with the provisions of the Open Meeting Law. The limitation on executive sessions seeks to further the goals of openness and transparency.

Whenever the Board of Directors determines to hold a closed meeting, it shall publicly specify its reasons for closing the meeting, unless such disclosure would defeat the purpose of the closed meeting.

(j) Quorum of Directors:

- (1) A majority of the Directors shall constitute a quorum for the transactions of business.
- (2) 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.
- (3) Remote participation may be allowed by no more than 2 Directors, but such remote participation does not count towards determining quorum. In the case of a bona fide emergency preventing a Director from physical attendance at a Board of Directors meeting, that Director may participate remotely and be considered present for the purposes of voting if, notwithstanding their absence, a quorum of Directors is present.

(k) Actions of the Board:

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 Bylaws.

(l) Compensation of Directors:

Members of the Board of Directors shall not be compensated for their services as Directors other than the reimbursement of reasonable and necessary expenses incurred in the performance of such services, as approved by the Board and as directly related to the furtherance of the purposes of the Corporation as set forth in the Articles of Organization.

ARTICLE IV – OFFICERS

(a) Tenure:

- (1) All Officers shall be elected by the Board of Directors from the Board of Directors.
- (2) 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.
- (3) No person shall hold more than one office at any one time.
- (4) Each Officer of the Corporation shall be elected annually at the next Directors' 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.
- (5) The Board of Directors may remove from office any Officer by vote of three (3) members.
- (6) A vacancy in any office may be filled by vote of the Board of Directors.

(b) Duties of Officers:

- (1) The President shall preside, when present, at all meetings of Members and Directors. The President shall name the chairpersons of committees and shall have other and additional duties and responsibilities as the Board of Directors may from time to time determine.

- (2) The Vice President shall fulfill all duties and responsibilities of the President in the absence of the President and shall have other and additional duties and responsibilities as the Board of Directors may from time to time determine.
- (3) The Secretary 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 Secretary shall also be responsible for keeping written minutes of all meetings, for all general correspondence of the Board and in general shall perform all duties incident to the office of the Secretary as may be required by law and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- (4) The Treasurer shall be responsible for the custody of the corporate funds; keeping full and accurate accounts of receipts and disbursements to the Corporation; depositing all monies in the name of the Corporation, in such depositories as may be designated by the Board of Directors; and shall furnish a monthly financial statement and an annual statement of all receipts and disbursements of the Corporation to the Board of Directors, and shall ensure timely provision of regular audit reports as provided to the Mayor pursuant to Article VI (b) below. If requested by the Board of Directors, the Treasurer shall be required to give a bond.

ARTICLE V – COMMITTEES

Committees may be established by the Board of Directors and appointments to Committees shall be made by the President.

ARTICLE VI – MISCELLANEOUS PROVISIONS

(a) Fiscal Year:

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

(b) Annual Financial Review:

The account books of the Corporation 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 Corporation, and a copy forwarded to the Mayor of Lynn as required by the Agreement between the Corporation and the City.

(c) Financial Safeguards for Expenditures:

- (1) Contracts and purchases of in excess of \$500 in value, other than payroll, mortgage payments, and utility payments shall be:
 - (A) Approved by majority vote of the Board of Directors; and
 - (B) Highlighted in regular financial reports to the Board of Directors and to the Mayor of the City of Lynn.

(d) Corporation Instruments:

- (1) Mortgages, bonds, notes, checks, other evidences of indebtedness and such other instruments as the Corporation may issue in the conduct of its business shall carry the signature of the President or Treasurer.
- (2) No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
- (3) Such authority is confined to specific instances.

(d) Amendments:

With the exception of Article III of these By-laws, any part or all of these Bylaws may be altered, amended or repealed from time to time by a two-part process: (1) a two-thirds (2/3) vote of the Board of Directors present at a regular or special meeting of the Board duly called for that purpose, provided that notice of the substance of the proposed alteration, amendment or repeal shall be stated in a notice for such meeting mailed to the Board of Directors no less than ten (10) days before such meeting, and (2) by a majority vote of the members present at the annual meeting or at a special meeting called therefor. (See Access Agreement with the City of Lynn, by and through its Mayor, for contractual requirements, if any, regarding contractual provisions or related matters that may be impacted by a proposed bylaw amendment.)

(e) Conflict of Interest:

- (1) 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 and/or financial interest.
- (2) All grants and other transactions shall be conducted at arm's length and shall not violate the Articles of Organization, these Bylaws, or any other applicable

prohibition against the Corporation's use of application of its fund for private benefit.

- (3) No such loan or transaction shall be entered into if it would result in denial 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.

(f) Seals:

- (1) The Board of Directors may approve and adopt a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."
- (2) The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

(g) Non-Discrimination:

Selection of the Board of Directors, Officers of the Corporation, Members, Volunteers and Staff shall not unlawfully discriminate based on sex, race, color, religion, age, national origin, or sexual preference.

(h) Additional Municipalities:

- (1) The Corporation may, subject to the provisions hereto, enter into agreements with the City of Lynn, or with other municipalities or cable television licensees to provide cable television access services.
- (2) Such agreements must provide for the delivery of necessary resources to the Corporation to service the particular municipality in question.
- (3) Such agreements must first be approved by the Board of Directors, and must then be submitted to the Mayor of Lynn for approval.

(i) Conduct of Meetings:

All meetings shall be governed by the most Current Edition of Roberts Rules of Order, except as they may conflict with these Bylaws or applicable law.

ARTICLE VI – INDEMNIFICATION

1. The Corporation shall, to the extent legally permissible, indemnify, defend and hold harmless each person who may serve or who has served at any time as a Director or Officer of the Corporation or who at the request of the Corporation may serve or at any time has served as a Director or Officer of, or in a similar capacity with, another organization or an employee benefit plan, against expenses and liabilities (including , judgments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed civil action, suit or other proceeding in which such person may become involved by reason of serving or having served in such capacity. Indemnification shall not include attorney fees or legal costs or expenses of the indemnified party where the Corporation or its insurer provides the defense.
2. Provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.
3. Provided, further, that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding to have acted illegally by willful or negligent actions or omissions.
4. Provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Corporation of reasonable expenses incurred in defending a civil action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment. Indemnification shall not include attorney fees or legal costs or expenses of the indemnified party where the Corporation or its insurer provides the defense or when the Corporation has no indemnification obligation or has not been reasonably or timely notified in writing by of such alleged obligation by the indemnified party
5. A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to an affiliate or other organization shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation if he acted in good faith in the reasonable belief that his action was in the best interests of the Corporation.

6. Where indemnification hereunder requires authorization or approval by the Corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case, where the Directors of the Corporation approve the payment of indemnification such Directors shall be wholly protected, if the payment has been approved or ratified, and further:
 - (a) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Directors or in the manner specified in subsection (a) of this Article ; or the payment is approved by a court of competent jurisdiction; or
 - (b) the Directors have otherwise acted in accordance with the applicable legal standard of conduct.
7. Any indemnification or advance of expenses under this Article that is deemed due and owing by the Corporation shall be paid promptly and in any event within thirty (30) days, after the receipt by the Corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the Corporation shall have determined that the person is not entitled to indemnification.
8. If the Corporation denies the request or if payment is not made within such thirty (30)-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction.
9. The burden of proving that the person is entitled to indemnification shall be on the person seeking such indemnification.
10. The right of indemnification under this Article shall be a contract right inuring to the benefit of the Directors, Officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this Article shall adversely affect any right of such Director, Officer or other person existing at the time of such amendment or repeal.
11. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a Director, Officer or other person entitled to indemnification hereunder to the extent not inconsistent with any applicable law.
12. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which such Director, Officer, or other persons may be entitled.
13. Nothing contained in this Article shall affect any rights to indemnification to which Corporation employees or agents, other than Directors, Officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.