

December 22nd, 1998

WILMINGTON COMMUNITY TELEVISION, INC.

BY-LAWS

PREAMBLE

Wilmington Community Television, Inc. (also referred to as the "Corporation") is a non-profit organization that was initially organized by the Town of Wilmington for the purpose of operating and managing the Public, Educational and Governmental (PEG) access channels in the town of Wilmington, Massachusetts.

Wilmington Community Television, Inc. was organized to develop and promote cultural, literary, charitable, community sports and public affairs programming over the PEG channels, including available accredited educational training and programming.

Wilmington Community Television, Inc. will encourage the use of the PEG facilities, encouraging the expression of ideas and opinions on a wide range of topics, as well as holding workshops for the purpose of teaching television skills to individuals and community groups. The Corporation shall manage funds designated for its use and shall schedule the use of the PEG channels, video equipment and facilities and shall assure non-commercial and non-discriminatory use of all PEG facilities and channels.

Wilmington Community Television, Inc. shall govern itself in accordance with all Federal, State and local laws.

BY-LAWS
OF
WILMINGTON COMMUNITY TELEVISION, INC.

ARTICLE I: NAME

The name of this corporation shall be WILMINGTON COMMUNITY TELEVISION, INCORPORATED (hereinafter in these bylaws referred to as the "Corporation"), unless and until changed by amendment of the Articles of Organization.

ARTICLE II. PURPOSE

The purpose of the Corporation shall be as set forth in the Articles of Organization and these By-Laws, including, but not limited to training volunteer members to produce community programming for the residents and organizations of Wilmington, allocating channel space and time to Wilmington residents to cablecast programming and educating Wilmington residents and organizations in the use of access facilities and equipment. The purposes shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time.

ARTICLE III. MEMBERSHIP

Section 1. One Class of Membership

Membership shall consist of the type of membership as designated under the rules and regulations established by the Board of Directors, and shall not be limited as to number.

Section 2. Eligibility for Membership

All persons, firms, corporations, businesses, organizations, institutions and other entities in the Town of Wilmington who subscribe to the purpose of the Corporation and who support the Corporation by participation or with a contribution of money, service or equipment shall be eligible for membership in the Corporation. All persons serving on the Board of Directors shall automatically become members of the Corporation upon election to the Board. All members shall have the right to notice of and attendance at meetings of the Corporation. Any person or entity interested in becoming a member of the Corporation shall submit a duly signed application, on a form approved by the Board of Directors, to the Executive Director.

Section 3. Voting Rights

At every regular or special meeting of the members, each member authorized to vote shall be entitled to one (1) vote, in person or by proxy, on each matter submitted to a vote of the members. Every proxy shall be executed in writing and shall be filed with the Secretary of the Corporation prior to the exercise thereof.

Article IV. BOARD OF DIRECTORS

Section 1. Powers and Duties

The Board of Directors have the general power to establish policy and to control and manage the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors and shall have full authority with respect to the distribution and payment of the moneys received by the Corporation from time to time; provided however, that the fundamental and basic purposes of the Corporation, as expressed in the Articles of Organization, shall not thereby be amended or changed, and provided further, that the Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual.

Section 2. Number and Election or Appointment to Office.

The number of directors shall not exceed (9). Board members are to be elected by the general membership at the time of the annual meeting

Within the limits prescribed by these by-laws, the number of Directors shall be such as may be fixed from time to time.

A Director need not be a member of the Corporation prior to his or her election or appointment to the Board of Directors. Questions concerning eligibility shall be determined by the Board of Directors holding office prior to the election concerned. Each director shall continue in office until the expiration of the term for which he or she is elected, or until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 3. Term of Office

The initial Directors shall be persons named in the Articles of Organization. The first full Board of Directors shall serve for a two (2) year term. Thereafter, at the second annual meeting, the Directors shall appoint a maximum of five (5) directors to serve a one (1) year term and a maximum of five (5) Directors to serve a two (2) year term. At the same time the membership shall elect a maximum of three (3) Directors to a one year term and a maximum of two (2) Directors to a two (2) year term.

As the terms of such initial Directors expire, thereafter their successors shall be appointed or elected to terms of two (2) years each.

Section 4. Resignation or Removal

A Director may resign by delivering his or her written resignation to the Corporation at its principal office or to any Corporation 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 without sufficient excuse may be removed 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 to be removed shall be entitled to at least (10) ten days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and 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.

Section 5. Vacancies

Any vacancy occurring in the elected Board of Directors may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve only until the next annual meeting of the Corporation. If one year of the original term remains at the time, the membership shall then elect an individual to serve for the remainder of that term. Board members who are elected or appointed under such circumstances are eligible to serve one more consecutive two-year term.

Section 6. Disqualification

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No member of the Corporation's staff 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. No employee nor close relative of an employee of the Wilmington cable licensee, or its parent or affiliates, may serve as a member of the Board of Directors, nor shall any Director or close relative become an employee of the cable licensee, its parent or its affiliates.

Section 7. Compensation

Directors as such shall receive no compensation for their services, provided that by resolution of the Board of Directors, expenses of attendance at each annual or special meeting of the Board, if any may be reimbursed. A Director shall not be precluded from serving the Corporation in any other capacity, other than as a staff member, provided that a full disclosure of the nature of such service and the compensation therefor, if any is filed with the Secretary of the Corporation. If appropriate, a formal agreement with said Director shall be approved by the Board of Directors, prior to the service being provided; provided, however, that no conflict of interest is inherent in such service. Said Director shall be precluded from voting on such formal agreement, or on any issue coming before the Board that relates to such service.

Article V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings

Regular meetings of the Board of Directors for the transaction of such business as may be done in accordance with law, the Articles of Organization of the Corporation and these by-laws shall be held at such times as the Board of Directors may fix from time to time. Meetings of the Directors may be held by telephone conference call or such other means as designated by the Board of Directors.

Section 2. Special Meetings

Special meetings of the Directors may be called by the President, or by a majority of the Directors and shall be held at such time and for such purposes as may be specified in the call for said meeting, with reasonable notice given to each Director as provided in Section 3 below.

Section 3. Notice of Meetings

Except as hereinafter required, no notice of the time, place or purposes of regular meetings of the Directors shall be necessary. Written notice of the first regular meeting of Directors following any change in the time or place for such meeting, and written notice of all special meetings of the Directors, stating the time, place and purpose of the meeting shall be given to each Director at least five (5) days prior to the day fixed for such meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which such adjournment is taken. Notice of regular meetings of the Directors, when required, shall be given by the Secretary. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the Secretary at the request by such person or persons.

Section 4. Quorum

A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Directors.

Article VI. MEETINGS OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the membership shall be held on the third Wednesday of March in each year at 6:00 PM at the principal office of the Corporation in Wilmington, or at such other time and place in said Town as the Board of Directors shall from time to time designate. At such time, the members shall elect Directors and may transact such business as may be done in accordance with law, the Articles of Organization of the Corporation and these by-laws.

Section 2. Special Meetings

A special meeting of the Corporation may be called at any time by the President of the Corporation, the Board of Directors, or by receipt of the Secretary of the Corporation of a written request of ten (10) members. Special meetings shall be convened not less than ten (10) days nor more than forty-five (45) days after being called.

Section 3. Place for Meetings

All meetings of the Corporation shall be held at the principal office of the Corporation in Wilmington, or at such other place as the Board of Directors may fix from time to time, or in the event of special meeting, at such place as the Secretary of the Corporation may designate.

Section 4. Notice of Meetings

Notice of regular and special meetings of the members shall be given at least ten (10) days prior to the scheduled date of the meeting. In lieu of any written notice of a regular or special meeting of members required to be given by law, notice of such meeting may be given by causing notice of such meeting to be officially published. If eighty percent (80%) of the members of record entitled to vote at the meeting do not have addresses of record within the territory of general circulation of the newspaper required for official publication, the notice shall also be published in newspapers which have an aggregate territory of general circulation which includes the addresses of record of at least eighty percent (80%) of such members of record.

Section 5. Presiding Officers

The President of the Corporation shall preside at all regular board meetings or special meetings of the members. There shall be a permanent record of minutes of all such meetings at the direction of the Secretary.

Section 6. Quorum

A duly called regular or special meeting of the members shall not be organized for the transaction of business unless a quorum is present, but the members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, and the acts of such a meeting shall be the acts of the members. A quorum shall consist of the presence, in person or proxy, of ten (10) or more members of the Corporation.

Article VII. OFFICERS

Section 1. Officers

The officers of the Corporation shall include a President, one or more vice-president(s), a Secretary, and Treasurer. All officers shall be elected by the Board of Directors from the Board of Directors. No person shall hold more than one office at any one time. Each officer of the Corporation shall be elected annually and shall hold office until the next annual meeting of the Corporation, or special meeting held in place thereof, and thereafter until his or her successor is chosen

and qualified. The Secretary shall be the clerk of the Corporation.

Section 2. Duties of President

The President shall be the chief executive officer of the Corporation. The President shall make a report on the affairs of the Corporation at each meeting of the members and Directors, and shall see that all orders and resolutions of the members and Directors are carried into effect; subject, however, to the right of members or the Directors to delegate to any other person any specific delegable duties. The President shall, subject to the direction of the Board of Directors, execute in the name of the Corporation all deeds, bonds, mortgages, membership certificates, written contracts and other documents and, when necessary or proper, shall affix thereto the corporate seal. The President shall, nominate the chairpersons of all committees. The President shall be an ex-officio member of all committees and shall perform such other duties as are usually incident to his or her office or may be required by the Directors.

Section 3. Duties of Vice-President(s)

The 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 by-laws, 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 Vice-President, any other Vice-President shall fulfill the aforesaid duties of the President.

Section 4. Duties of the Secretary

The Secretary shall have custody of all corporate books, records, papers, and the corporate seal, shall attest the signing and sealing by the President of all instruments requiring the corporate seal and the signing of all other instruments when so required by law, and shall perform such other duties as are usually incident to his or her office or as may be required by the Directors.

Section 5. Duties of the Treasurer

The Treasurer of the Corporation shall be the chief financial officer and shall have custody and control of all funds and valuables of the Corporation. The Treasurer shall receive the funds of the Corporation and shall make disbursements therefrom and shall keep regular books of account showing receipts and disbursements, and shall submit a monthly financial statement and an annual amended statement of all such receipts and disbursements to the Board of Directors for their examination and approval. The Treasurer shall deposit in the name of the Corporation all moneys and valuables of the Corporation with a depository or depositories designated by the Board of Directors. The Treasurer shall also perform such other duties as are incident to his or her office or as may be required by the Directors.

Section 6. Duties of the Clerk

The Clerk shall issue notices of Directors' and membership meetings as hereinbefore set forth, shall attend and keep the minutes of said meetings. He/She shall also be responsible for tape recording the meetings and maintaining the tapes until the final minutes have been approved by the Board of Directors.

Section 7. Resignation or Removal

Any officer may resign by delivering his or her written resignation to the Corporation at its principal office or to any other officer. Such resignation shall be effective upon its acceptance by the Board of Directors. The Board of Directors may remove from office any officer by a two-thirds (2/3) vote, whenever in their judgment the best interests of the Corporation will be served thereby.

Section 8. Vacancies

A vacancy in any duly constituted office may be filled by a majority vote of the Board of Directors whenever it occurs.

Section 9. Compensation

Officers shall receive no compensation for their services as officers of the Corporation as such, provided, however, that any officer may, if authorized by the Board of Directors, be reimbursed for necessary expenses.

Article VIII COMMITTEES

Section 1. Standing Committees

The Standing Committees of the Corporation shall be as follows:

- a) Finance Committee
- b) Personnel Committee

Section 2. Appointment and Functions of Standing Committees

The President shall appoint and may remove the chairpersons and members of all standing committees, subject to the approval of the Board of Directors. The chairperson of each standing committee shall be a member of the Board of Directors.

Section 3. Finance Committee

Based on the proposals from the Corporation's Executive Director and committee chairpersons, the Finance Committee shall develop and recommend to the Board of Directors the Annual budget and work plan; shall regularly monitor the Corporation's expenses and income; and shall recommend budget adjustments to the Board of Directors as needed. The Finance Committee shall review the annual financial statements; approve annual audit reports; and recommend to the Board of Directors the selection of, and fees to be paid to, the independent certified public accountant 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 annual audit and related fees; to continually monitor and report to the Board of Directors on the effectiveness and adequacy of the Corporation's internal accounting controls, and to include in that report its findings as to whether or not any errors, omissions, criticisms or recommendations contained in the management letter of the independent certified public accountant, if one accompanies the annual audit, have been properly dealt with.

Section 4. Personnel Committee

The Personnel Committee, in cooperation with the Executive Director, shall formulate job descriptions for the Corporation's personnel, and amend such descriptions from time to time. The Personnel Committee shall also review and evaluate personnel practices, salary ranges, benefits and other related personnel matters. This committee shall be responsible for maintaining and updating the Employee Handbook. This committee shall recommend an Executive Director to the Board of Directors for their approval. The Personnel Committee and the Executive Director, jointly, will be responsible for recommendations to the Board of Directors in the hiring of all other employees.

Section 5. Other Committees

The President may appoint, with the approval of the Board of Directors, other special or ad hoc committees as required. The President shall define the objectives of said committees, and said committees shall be discharged upon acceptance of their final reports.

Article IX. EXECUTIVE DIRECTOR AND STAFF

The Board of Directors may authorize such staff positions as may be necessary in the conduct of the business of the Corporation, including an Executive Director. The Executive Director shall have the authority and responsibility to manage and operate the Corporation's affairs in accordance with the general policies and directions specified by the Board of Directors, shall supervise the daily operations of the other employees and shall have additional authority and duties, as the Board of Directors may from time to time prescribe. All such policies, directions and duties shall be communicated to the Executive Director by the President of the Corporation, or by the chairperson of the Personnel Committee. The Executive Director shall report to and be directly responsible to the President of the Corporation.

The Executive Director shall be entitled to compensation for his or her services. The Board of Directors shall negotiate a contract with the Executive Director specifying salary, initial term of service, renewal and other provisions as appropriate. The Executive Director 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 Corporation.

Article X. INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each of its Directors and officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonable 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 Corporation: provided, however, that as to any matter disposed of by a compromise payment by which such Director or officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as being in the best interest of the Corporation 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 Corporation 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 Corporation. 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 Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated not to be entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law.

Article XI. LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Director, officer or member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed by the Board of Directors to such organization or organizations which are organized and operated

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exclusively for charitable purposes and which shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Laws; provided, however, that no part of the net earnings of such organization or organizations shall inure to the benefit of any private shareholders, member or individual, and no substantial part of the activities of such organization or organizations shall consist of carrying on propaganda or otherwise attempting to influence legislation, and such organization or organizations shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Article XII. MISCELLANEOUS

Section 1. Seal

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

Section 2. Notice

Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his or her address appearing on the books of the Corporation, or in the case of directors or members of another body, supplied by him or her to the Corporation for the purpose of notice.

Section 3. Fiscal Year

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

Section 4. Notes, Checks, Etc.

All notes, drafts, checks and other orders for the payment of money shall be signed by the President and the Treasurer, or such other person or persons as the Board of Directors may designate from time to time.

Section 5. Conduct of Meetings

"Robert's Rules of Order, Revised", shall govern the conduct of all meetings of the members of the Corporation and the Board of Directors and its various committees, except where the same shall be in conflict with law or these by-laws.

Article XIII. AMENDMENTS

Any part or all of these by-laws may be altered, amended or repealed by a two-thirds (2/3) vote of the Board of Directors present at a regular or special meeting of the Board duly called for that purpose, provided that notice of the substance of the proposed alteration, amendment or repeal shall be stated in a notice for such meeting mailed to the Board of Directors no less than seven (7) days before such meeting.