

BYLAWS
OF
MONTGOMERY COMMUNITY MEDIA

Amended as of October 10, 2014

ARTICLE ONE
NAME, LOCATION, AND OFFICES

- 1.1 Name. The name of this corporation shall be the MONTGOMERY COMMUNITY TELEVISION, INC., doing business as MONTGOMERY COMMUNITY MEDIA (the "Corporation").
- 1.2 Registered Office and Agent. The Corporation shall maintain its Registered Office in the State of Maryland, and shall maintain a Registered Agent whose address is identical with the address of its Registered Office.

ARTICLE TWO
PURPOSES

- 2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation.
- 2.2 Purposes. The Corporation is a nonprofit charitable entity the purposes of which, are set forth in the Articles of Incorporation, with a broad mission to encourage, sponsor, and disseminate public access and community engagement media; and for the express purpose of enhancing the Montgomery County cable communications plan's relevance in community service to media audiences and media makers; for connecting, informing and educating Montgomery County residents via television, broadband and mobile platforms; for operating digital media facilities, studios and equipment and related service transactions with the general public, government, community organizations and local businesses; for promoting audience awareness of public, educational, and government cable channel content and digital media services; and for advancing media literacy within Montgomery county. These purposes are exclusively charitable within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of such purposes, the Corporation shall have full power and authority to:
 - a. Develop and implement charitable programs;
 - b. Make distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code;
 - c. Make distributions for other charitable purposes;
 - d. Receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held,

administered and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same shall be amended from time to time; and

- e. Perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Corporation, as described in the Articles of Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations (within and subject to the limitations of 501(c)(3) of the Code).

ARTICLE THREE MEMBERSHIP

- 3.1 Members. The Corporation will not be open to membership.
- 3.2 Dues. There shall be no dues for the Corporation.

ARTICLE FOUR BOARD OF DIRECTORS

- 4.1 General Powers. The Board of Directors shall be responsible for the overall policy and direction of the Corporation, and the business and affairs of the Corporation shall be overseen by the Board of Directors. The Board may participate in outreach to new constituencies such as nonprofit organizations, foundations, and underrepresented groups, development of new revenue streams and partnerships, and other important functions which would benefit the Corporation. The Board of Directors may hire and fix the compensation of the Executive Director. The Corporation may at its pleasure by a vote of the Board of Directors change its name. The Board of Directors shall only act in the name of the Corporation when it shall be convened by its President after due notice to all the Directors of such meeting.
- 4.2 Number and Qualifications. The Board of Directors shall consist of not less than three (3) members and no more than fifteen (15) members so that there are always an odd number of Directors. Of the maximum fifteen (15) Board member seats, three (3) Board member seats shall be reserved for active, certified Access Users of the Corporation, those individuals who pay annual fees to use the Corporation's production equipment and facilities including television studios and edit suites. All members of the Board of Directors shall be bound equally by the same set of Board member agreements or policies as may be approved and adopted by the Board.
- 4.3 Election of Directors. Three (3) Board Directors who are current Access Users shall be elected by the Access Users of the Corporation. All other Board Directors shall be recommended by the Governance Committee and appointed by the Board of Directors. Those persons who receive the vote of a majority of the Directors shall be deemed to have been elected.

- 4.4 Term of Directors. A Director may serve for two (2) consecutive three (3)-year terms, and after a three (3)-year absence from the Board, serve for another two (2) consecutive three (3)-year terms. Terms shall run from July 1 to June 30. Board member terms shall be staggered.
- 4.5 Resignation. A Director may resign at any time by communicating his or her resignation to the Board of Directors, its presiding officer, or to the Corporation in writing. A resignation is effective upon receipt unless the notice specifies a later effective date or subsequent event upon which it will become effective unless a majority of the Board of Directors votes to accept an earlier date.
- 4.6 Removal. An affirmative vote of two-thirds of the Directors then in office may, subject to any limitation in the Articles of Incorporation or Bylaws, remove any Director elected by the Board of Directors for cause at any time.
- 4.7 Vacancies. Any vacancy occurring in the Board of Directors, including, without limitation, a vacancy resulting from the death, resignation, incapacity, or removal before the expiration of a Director's term, shall be filled by the Directors or the Access Users as applicable. The term of a Director elected to fill a vacancy shall expire upon the next annual election of Directors. A partial term shall not be counted against a Director's limit of two (2) consecutive (3)-year terms.
- 4.8 Compensation. The Directors shall not receive any stated salary or compensation for their services as such, but the Board of Directors may provide for the payment of all reasonable expenses incurred by Directors in attending meetings of the Board and the reimbursement of reasonable expenses incurred on behalf of the Corporation.
- 4.9 Conflict of Interest Policy. Directors, Officers, committee members, and staff shall adhere to the terms and provisions of a Conflict of Interest Policy as stated in the Board-approved Policies and Procedures Manual.

ARTICLE FIVE MEETINGS OF DIRECTORS

- 5.1 Regular Meetings. Meetings of the Board of Directors shall be held no fewer than once per quarter of each year. Meetings shall be held at the Corporation's principal place of business, or at such other location, either within or outside of the State of Maryland, as the Board of Directors may by resolution provide.
- 5.2 Special Meetings. Special meetings of the Board of Directors may be called only by or at the request of the Board President or any two (2) Directors. Such meetings may be held either within or outside of the State of Maryland, as fixed by the person or persons calling the meeting, if agreeable to the Board of Directors, otherwise to be held at the principal office of the Corporation.
- 5.3 Notice of Meetings. Regularly scheduled meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least five (5) days prior to the meeting, give notice

thereof by any usual means of communication, including by telephone, mail, electronic mail, private carrier, facsimile transmission, or other form of wired or wireless communication.

- 5.4 Voting. Each Director shall have one vote and such voting may not be done by proxy.
- 5.5 Quorum. A majority of the members of the Board of Directors in office at the time shall constitute a quorum.
- 5.6 Manner of Acting. The affirmative majority vote of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a different vote is required by the Articles of Incorporation or these Bylaws. The number of abstentions may not exceed the number of affirmative votes.
- 5.7 Participation in Meetings. The Board of Directors may permit any or all Directors to participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.
- 5.8 Rules of Meetings. The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.
- 5.9 Action Without a Meeting. Action which may be taken at a Board of Directors meeting may be taken without a meeting following the Board-approved policy for Board email protocol. Such action is effective when the last Director signs the consent, unless the consent specifies a different effective date. Such actions shall be ratified in the minutes of the next regular or special Board meeting.
- 5.10 Attendance at Meetings. Any Board member failing to attend three consecutive regular Board meetings shall be deemed to have automatically resigned.

ARTICLE SIX OFFICERS OF THE CORPORATION

- 6.1 Officers of the Corporation. The Officers of the Corporation must be members of the Board of Directors and shall consist of the President, Vice President, Secretary, and Treasurer.
- 6.2 President. The President shall serve a term of one (1) year, renewable twice for a total of three (3) years subject to his or her status as a Board member in good standing. The President shall preside at all meetings of the Board of Directors, appoint all committees, temporary or permanent, and be the primary Board liaison to communicate with the Executive Director on behalf of the Board as a whole.

- 6.3 Vice President. The Vice President shall serve a term of one (1) year, renewable twice for a total of three (3) years subject to his or her status as a Board member in good standing. The Vice President shall principally assist the President in the performance of his or her duties, and perform such other functions as from time-to-time may be assigned by the President or by the Board of Directors. The Vice President shall, in the event of the absence or inability of the President to exercise his/her office, become acting President of the Corporation with all the rights, privileges and powers as if he/she had been duly appointed the President.
- 6.4 Secretary. The Secretary shall serve a term of one (1) year, renewable twice for a total of three (3) years subject to his or her status as a Board member in good standing. The Secretary ensures the maintenance of the records of the Board; the management of minutes of Board meetings; and that a draft of the minutes is distributed to members shortly after each meeting.
- 6.5 Treasurer. The Treasurer shall serve a term of one (1) year, renewable twice for a total of three (3) years subject to his or her status as a Board member in good standing. The Treasurer ensures the development, Board review, and monitoring of financial policies and procedures. The Treasurer shall serve as the Chair of the Finance Committee and shall ensure the disclosure and transparency of financial position.
- 6.6 Compensation of Officers. The Officers of the Corporation shall serve as volunteers and as such, are not compensated. However, they may be reimbursed for reasonable expenses incurred on behalf of the Corporation.
- 6.7 Election of Officers. The Officers of the Corporation shall be recommended by the Governance Committee and elected by the Board of Directors annually. Those persons who receive the vote of a majority of the Directors shall be deemed to have been elected.
- 6.8 Resignation. An Officer may resign at any time by communicating his/her resignation to the Corporation. A resignation is effective when it is communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.
- 6.9 Execution of Contracts. The Board of Directors may authorize the Executive Director, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited.

ARTICLE SEVEN EXECUTIVE DIRECTOR

- 7.1 Executive Director. The Executive Director is appointed by the Board of Directors. The Executive Director shall be the general manager and chief

executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business of the Corporation and its staff. The Executive Director shall have the general powers and duties of management usually vested in the office of top staff position of a corporation, and shall have such other powers and duties as may be prescribed and held accountable by the Board of Directors. The Executive Director may participate in executive sessions of the Board as determined by the President. The Executive Director shall ensure support for the logistical and reporting needs of the Board, collectively and individually in order for it to carry out its fiduciary responsibilities. The Executive Director shall be an ex-officio member of the Board and shall not have voting rights.

- 7.2 Compensation of Executive Director. The compensation of the Executive Director shall be fixed annually by authority of the Board of Directors.

ARTICLE EIGHT COUNCILS AND COMMITTEES

- 8.1 Advisory Council. The Board of Directors must establish an Advisory Council to assure community connection and stakeholder representation, which serves in an advisory role to the Board. The President shall designate a Chair of the Advisory Council. The Advisory Council Chair shall propose additional members of the Council, who shall be appointed upon approval by a majority vote of the Board of Directors. The Advisory Council members will have no Board voting rights. The Advisory Council will have regular meetings and report semiannually to the Board of Directors the stakeholders' view of the state of the Corporation.
- 8.2 Governance Committee. The President shall designate a Chair of the Governance Committee who shall serve a term of one (1) year, renewable once subject to his or her status as a Board member in good standing. The Governance Committee Chair shall propose additional members of the Committee, who shall be appointed upon approval by a majority of the entire Board. Members of the Governance Committee must be members of the Board of Directors. The Governance Committee shall consist of not less than three (3) Directors. Members of the Governance Committee shall serve a term of 1 year, renewable once. The Governance Committee is responsible for ongoing review and recommendations to enhance the quality of the Board of Directors. The work of the Committee is to: help create Board roles and responsibilities; recommend Board Directors annually; encourage Board development; prepare Board leadership; and assess Board effectiveness.
- 8.3 Finance Committee. The Chair of the Finance Committee shall be the Treasurer of the Corporation. The Finance Committee Chair shall propose additional members of the Committee, who shall be appointed upon approval by a majority of the entire Board. Members of the Finance Committee may or may not be members of the Board of Directors. However, at least two (2) members of the Finance Committee shall be members of the Board of Directors. The Finance Committee shall consist of not less than three (3) persons. Members of the Finance Committee shall serve a term of three (3) years, renewable once. The

Finance Committee is responsible for assisting the Board in ensuring the organization is in good fiscal health. The work of the Committee revolves around safeguarding the organization's assets and helping the full Board understand the organization's financial affairs.

- 8.4 Audit Committee. The President shall designate a Chair of the Audit Committee who shall serve a term of one (1) year, renewable once. The Audit Committee Chair shall propose additional members of the Committee, who shall be appointed upon approval by a majority of the entire Board. Members of the Audit Committee may or may not be members of the Board of Directors and to ensure independence, members of the Finance Committee shall not serve on the Audit Committee. At least one (1) member of the Audit Committee, however, shall be a member of the Board of Directors. The Audit Committee shall consist of not less than three (3) persons. Members of the Audit Committee shall serve a term of three (3) years, renewable once. The Audit Committee recommends appointment or reappointment of the independent auditor. The Audit Committee approves the audit process, and serves as the liaison with the audit firm, instructing the firm on issues to monitor and debriefing the Board on its reports. The Committee, or its delegate, meets annually, in private, with the auditor. The Committee reviews the annual audit and reviews a copy of the annual IRS Form 990 and recommends approval of the final audit and Form 990 to the full Board for its approval. The Audit Committee performs other oversight functions as requested by the full Board.
- 8.5 Compensation Committee. The President shall designate a Chair of the Compensation Committee who shall serve a term of one (1) year, renewable once. The Compensation Committee Chair shall propose additional members of the Committee, who shall be appointed upon approval by a majority of the entire Board. At least two (2) members of the Compensation Committee must be members of the Board of Directors. The Compensation Committee shall consist of not less than three (3) persons. Members of the Compensation Committee shall serve a term of one (1) year, renewable once. The Compensation Committee is responsible for developing the annual compensation and benefits package to be provided to the Executive Director of the Corporation, which the Committee recommends to the full Board for its approval.
- 8.6 Other Committees and Task Forces. The Board of Directors may create other committees, including ad hoc advisory committees or task forces, consisting of two or more Board members and other persons as necessary or appropriate for specific, time-delineated purposes. Such committee or task force chairs shall be members of the Board of Directors and shall be appointed by the President of the Board.

ARTICLE NINE INDEMNIFICATION

- 9.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks

indemnification from the Corporation for expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, whether or not indemnification is proper under the circumstances.

- 9.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 9.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or these Bylaws, or any agreement, vote of disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.
- 9.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as Director, Officer employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

ARTICLE TEN GENERAL PROVISIONS

- 10.1 Records and Reports. All of the Corporation's records shall be maintained in written form or in another form capable of conversion into written form within a reasonable time. The Corporation shall keep as permanent records minutes of all meetings of the Board of Directors and a record of all actions taken by the Board of Directors without a meeting. The Corporation shall maintain appropriate accounting records in compliance with policies set forth by the Board of Directors.
- 10.2 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 of each year and shall end on June 30, unless otherwise determined by the Board of Directors.
- 10.3 Severability. Should any provision of these Bylaws become ineffective or be declared to be invalid for any reason, such provision shall be severable from the remainder of these Bylaws and all other provisions of these Bylaws shall continue to be in full force and effect.

- 10.4 Amendments: These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the Board of Directors.

ARTICLE ELEVEN TAX-EXEMPT STATUS

- 11.1 Tax-Exempt Status. The Affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code.
- 11.2 Distribution Upon Dissolution. In the event of the dissolution of the Corporation, all assets owned by Montgomery County will be returned to the County and all assets owned by the Corporation shall be distributed according to a policy in conformance with the Articles of Incorporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, . Any such assets not so disposed shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE TWELVE ADOPTION OF BYLAWS

Montgomery Community Media was organized under the laws of the State of Maryland on September 5, 1984. The original Bylaws were adopted by the Board of Directors of the Corporation and became effective as of September 5, 1984. The Bylaws were amended and adopted by the Board of Directors of the Corporation as of October 10, 2014.

Approved:

MONTGOMERY COMMUNITY MEDIA
A Maryland nonprofit corporation

By

Nancy J. Poole 10/10/14

