

BYLAWS OF
MONTGOMERY COMMUNITY TELEVISION, INC.

A Nonstock Corporation

ARTICLE I -- Purposes

The purposes for which the Corporation is formed shall be to conduct activities for charitable, cultural and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as the same has been or may be amended from time to time, or any corresponding section of any future tax laws. Such activities shall include but are not limited to:

A. Developing and establishing policies with respect to public access and locally produced programming to be presented by means of broadband systems or any cable television system in Montgomery County, Maryland, excluding educational and governmental channels.

B. Acquiring and maintaining appropriate physical facilities and personnel for the production and presentation of public access and locally produced television programs to be presented over any cable television system in Montgomery County, Maryland, the Internet or other media.

C. Promoting and supporting the participation of organizations and individuals in Montgomery County in creating and presenting programming concerning people, events and issues of interest to County residents.

D. Encouraging public access programming that serves viewers as well as program producers by promoting high production quality, responsible and diverse points of view, balance in subject matter and regular scheduling.

E. Supporting governmental access programming as provided for in the annual budget of Montgomery County Government.

F. Managing and scheduling MCT public access channels as a means for presenting community-oriented programming from all sources.

G. Programming to address unmet needs of the county's diverse population including those related to language and cultural issues, children, youth, and seniors and members of the population with sensory, motor, intellectual and emotional disabilities.

H. Receiving and disbursing such monies as may be paid to the Corporation.

ARTICLE II – Membership

Section 1. Class of Membership.

There shall be a single class of membership in the Corporation.

Section 2. Who are Members.

(a) Members shall consist of those individuals who are volunteers, have become certified through Montgomery Community Television and have paid the annual membership dues fee.

(b) Also members are all persons who have requested to be and are on the mailing list for the periodic program schedule for any cable channel directly operated by the Corporation.

ARTICLE III -- Directors

Section 1. General Powers.

The affairs of the Corporation shall, subject to any restrictions contained in the Articles of Incorporation or in these Bylaws, be managed, controlled and directed by its Board of Directors. Each director shall have one vote.

Section 2. Number of Directors.

The number of directors shall be not more than 26. The authorized number of directors may be changed by amendment of these Bylaws, in accordance with the provisions of Article VII, below.

Section 3. Class and Term of Directors.

(a) There shall be a single class of directors, each of whom, commencing on January 1 of each odd-numbered year, shall serve a term of two years. Such terms shall commence following the election or appointment of directors to take place, as provided below, during each even-numbered year subsequent to adoption of these Bylaws. Directors may, by subsequent election or appointment, succeed themselves.

Section 4. Qualifications of Directors.

No person shall be eligible to serve as a director unless (a) he or she is a resident of Montgomery County, Maryland, and (b) he or she (or a household resident) subscribes to a cable television service franchised by the government of Montgomery County (if such service is available to that household). In addition, except for persons nominated to represent Montgomery County municipalities, no person

holding any elected public office or who holds a position whose appointment is under the exclusive control of one or more elected officials shall be eligible to serve as a director of the Corporation.

Section 5. Appointment of Directors Representing Organizations.

(a) There shall be a maximum of 12 directors appointed by organizations active in Montgomery County. The Board shall, in March of each even-numbered calendar year, invite such organizations to apply for representation on the Board. Eligible groups shall be primarily service-oriented organizations and shall not be government agencies, quasi-government agencies, or advisory committees.

(b) After receiving applications, the Board shall, by majority vote of the directors then in office, select twelve organizations which shall be represented on the Board for a maximum of four consecutive years

(c) Once the Board has made a preliminary decision as to the organizations to be selected, it shall notify the County Executive and County Council in writing to obtain their advice and comment. The Board shall allow the County Executive and County Council a period of 60 days from receipt of said notification to respond. The Board shall make the final choice at its meeting next following conclusion of the 60-day period.

(d) The Names of the MCT Directors that are designated by organizations or groups of organizations selected under authority of this Section shall be received by the Corporation on or before November 1 of each even-numbered calendar year.

(e) The term of office of all directors appointed under this Section shall be two years, commencing on January 1 of each odd-numbered year.

Section 6. Other Directors.

(a) The following municipal entities are each entitled to appoint one director to the Board. Their appointments shall be received by the Corporation on or before November 1 of each even-numbered calendar year.

(1) Montgomery County Chapter of the Maryland Municipal League;

(2) City of Rockville;

(3) City of Takoma Park.

(b) The term of office of all directors appointed under this Section shall be two years, commencing on January 1 of each odd-numbered year.

Section 7. Election by Members.

(a) In addition to directors selected under authority of Sections 5 and 6, above, not more than eight (8) seats are reserved for unaffiliated individual citizens who wish to stand for election by the members of

the Corporation. Individuals who are members of the Corporation may have their names placed on the ballot by submitting a petition for such purpose containing the signatures of not less than 20 members of the Corporation. If eight or fewer persons have been so nominated, they shall be deemed elected by acclamation and no formal vote shall be taken.

(b) An election shall be held in each even-numbered year. Each person who is a member of the MCT Corporation shall receive a ballot.

(c) An Election Committee composed of Directors not standing for election shall be appointed by the President. The Election Committee shall be responsible for maintaining the safekeeping of the written ballots once collected by the Secretary or other officer of the Corporation. Details of the of the time schedule, election procedures, ballot counting shall be in accordance to a written and approved Board Policy.

(f) Eight (8) persons from the list of nominees described in Section 8(a), above, receiving the most votes shall be elected to the Board. If an elected director's position becomes vacant it shall be filled by the person with the next highest number of votes in this election, if that person is willing to serve.

(g) The Corporation shall make good faith efforts, including use of its own channels, to promote wide participation in the voting, including encouraging persons who have not previously been eligible to vote according to the requirements of Article VI.

(h) The term of office of all directors elected under this Section shall be two years, commencing on January 1 of each odd-numbered year.

Section 8. Selection and Appointment of At-Large Directors.

The directors chosen under authority of Sections 5, 6, and 7 may appoint not more than three (3) additional directors with due regard to obtaining a balance of skills and backgrounds appropriate for directors of this type of enterprise. The terms of office of these at-large directors shall expire with the terms of the other directors.

Section 9. Removal of Directors.

Any director may be removed from office for cause by an affirmative vote of two-thirds of the directors at a regular or special meeting called for that purpose, provided that, at least ten (10) days prior to such meeting, the director whose removal has been proposed shall be notified in writing of the date, time and place of such meeting and the cause for the proposed removal. The notification shall be signed by the Secretary of the Corporation and shall state that the director whose removal has been proposed may appear at the meeting to present reasons why he or she should not be removed. Upon the removal of such director, the position shall be declared vacant and procedures commenced to fill such vacancy.

Section 10. Vacancies.

(a) Except for directors elected under authority of Section 7, above, if any director's position becomes vacant, the agency, organization or group originally having appointed such director pursuant to these Bylaws shall be given written notice of the vacancy and shall be requested immediately to designate a replacement for such director.

(b) The failure of a director to attend, in person, three consecutive meetings of the directors shall be deemed to create a vacancy in that director's position.

(c) When an organization's Board seat becomes vacant and the organization does not appoint a new representative within 60 days after being notified of the vacancy, the Board may, at any regular or special Board meeting, select an organization that was considered in the last cycle to appoint a member to fill the vacant seat.

(d) For directors elected under authority of Section 7, the vacant position shall be filled according to Section 7 Item f

Section 11. Compensation.

The directors shall not receive compensation for their service as directors, but may be reimbursed for their expenses in performing their duties as directors.

Section 12. Executive Director.

The directors may appoint an Executive Director who shall be responsible for recommending policy matters to the Board, implementing decisions of the Board, providing support services to the directors in the discharge of their duties, and managing the day-to-day affairs of the Corporation.

ARTICLE IV -- Meetings

Section 1. Regular Meetings.

The directors shall meet at least quarterly for the transaction of the business of the Corporation. More frequent regular meetings shall be at the call of the President.

Section 2. Annual Meeting.

A regular meeting of directors shall be held in the month of March. That meeting shall be deemed the annual meeting of the governing body of the Corporation.

Section 3. Special Meetings.

Special meetings of the directors may be called by the President, the Secretary, or five or more

directors, and upon written notice stating the purpose, the time, the date and the place, and given not less than five (5) nor more than fifteen (15) days before the day of the meeting, either personally or by mail. No business shall be transacted except that mentioned in the notice of the special meeting.

Section 4. Notice and Waiver of Notice.

Written notice of any regular or annual meeting of directors stating the time, the date, and the place of such meeting shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President or the Secretary or the directors calling the meeting. Any notice shall be considered waived by any person who waives the notice in writing before, during or after the meeting. Attendance at any duly called meeting by any director shall constitute a waiver by that director of notice of the meeting, except where a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Proxies.

At any meeting of the directors, a director entitled to vote may vote by proxy executed in writing or by email that is received by the Board President or Executive Director by the scheduled start of the Board meeting. No proxy shall be valid after thirty (30) days from its effective date.

Section 6. Quorum.

The presence in person or by proxy of a majority of directors then in office shall constitute a quorum for the transaction of business. A quorum once attained continues until adjournment despite voluntary withdrawal of enough directors to leave less than a quorum.

Section 7. Manner of Acting.

The act of a majority of the directors at a meeting at which a quorum is attained shall be the act of the board of directors, unless the act of a greater number is required by law, by the Corporation's Articles of Incorporation or its Bylaws.

Section 8. Action without a Meeting.

Any action that may be taken by the Board of Directors at a meeting, including any action required by law to be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed before such action by all of the directors. This consent shall take the form of a written notice to all directors which shall be returned to the Executive Director and placed with the records of the Corporation.

ARTICLE V -- Officers

Section 1. Number and Title.

Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each to have such authority and perform such duties as shall be set forth in these bylaws.

Section 2. President.

The President shall be selected from among the directors and be the chief executive officer of the Corporation. The President shall preside at meetings of the board of directors, be subject to the policies established by the directors, supervise and control all of the business and affairs of the Corporation. He or she may sign, with the attestation of the Secretary or other proper officer of the Corporation authorized by the directors, any contracts, agreements or other instruments the directors have authorized to be executed.

Section 3. Vice President(s).

The Vice President(s) 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 to him or her by the President or by the Board of Directors. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election) shall perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President.

Section 4. Secretary.

The Secretary shall keep the minutes of the meetings of the directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Corporation, affix the seal to all documents requiring such, attest to the signature of any document executed on behalf of the corporation, keep a register of the name and post office address of each director and officer of the Corporation, and in general perform all of the duties incidental to the office of Secretary and such other duties as may from time to time be assigned to him or her by the President or the directors.

Section 5. Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source, and deposit all monies in the name of the Corporation in such banks, trust companies or other depositories as may be selected by the directors, and, in general, perform all duties as may from time to time be assigned to him or her by the President or by the directors.

Section 6. Officers' Election and Term of Office.

The President and the Secretary of the Corporation shall be selected by the directors at each even numbered year's annual meeting. The Vice President(s) and the Treasurer shall be selected by the Directors at the annual meeting in each even numbered year. No individual is to serve in a given office of the Corporation for more than two (2) consecutive terms of two years each. A partial term of less than twelve (12) months shall not be counted.

Section 7. Vacancies.

If a vacancy occurs in any office, the remaining directors are authorized to elect a person to fill such vacancy. Any officer may resign by filing a written notice with the Secretary of the Corporation or, if such resigning person is the Secretary, notice shall be filed with the President of the Corporation.

ARTICLE VI -- Committees of the Board

Section 1. Executive Committee.

There shall be an Executive Committee composed of the incumbent officers and the immediate Past President of the Corporation. The Executive Committee shall prepare agendas for regular meetings of the Board. Between Board meetings, the Executive Committee conducts such business as requires action by the directors and shall advise and assist the Executive Director as necessary. Actions of the Executive Committee shall be reported regularly to the Board of Directors.

Section 2. Committee on Budget and Finance.

There shall be a Committee on Budget and Finance, chaired by the Treasurer, and composed of at least three Board members appointed by the President. The committee shall be responsible for reviewing the budget prepared by the Executive Director; monitoring the financial condition of the corporation; and making regular financial reports to the Board.

Section 3. Committee on Public Access Policy.

There shall be a Committee on Public Access Policy, chaired by a Vice President, and composed of at least three Board members appointed by the President. The committee shall be responsible for monitoring MCT's services and recommending policy to the Board with respect to the corporation's responsibilities in providing public access services to the residents of Montgomery County.

Section 4. Committee on Personnel

There shall be a Personnel Committee. The chair and members are to be appointed by the Board President.

This committee will develop and recommend human resources policies to the MCT Board of Directors

Section 5. Audit Committee

There shall be an Audit Committee, consisting of at least three Members of the Board who shall be appointed annually by the President.

The Audit Committee shall be responsible for overseeing the annual audit and other matters related to financial reporting. The outside auditor shall be hired and overseen under the direction of the Audit Committee with approval of the BOD. Upon completion of the audit, the Audit Committee shall present to the BOD a report of the results of the audit, actions taken (if any) and determinations made by the Audit Committee related to the work of the outside auditor. The report of the Audit Committee to the Board shall become part of the official records of the Corporation.

Section 6. Additional committees.

The President shall have the authority to establish such ad hoc committees as he or she may determine. The President may appoint to committees individuals who are not members of the Board.

ARTICLE VII -- Amendment to the Bylaws

The directors may amend these Bylaws from time to time at any regular, annual or special meeting provided that:

A. Written notice setting forth the proposed amendment, or a summary of the changes to be effected, and stating the time, date and place of such meeting shall be delivered either personally or by mail to each director entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting.

B. The Corporation may not amend and ~~to~~ carry on any activities not permitted (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by an organization that is not a private foundation as defined by Section 509 of the Internal Revenue Code, and

C. Two-thirds of the directors in office, either in person or by proxy, shall vote to approve the proposed amendment.

ARTICLE VIII -- Miscellaneous

Section 1. Notice.

Notice whenever required by the Articles of Incorporation or the Bylaws shall be affected either by personal service or prepaid first class mail.

Section 2. Fair and Balanced Programming.

The Corporation shall be managed to encourage the presentation of a fair and balanced selection of programming including a broad cross-section of responsible viewpoints.

Section 3. County Law and Regulation.

The Board shall be governed by provisions of Chapter 8A of the Montgomery County Code, and any County regulation concerning access corporations.

Section 4. Financial Disclosure.

Each director of the Corporation, prior to and as a condition of serving on the Board, shall agree in writing to the following:

That such director shall, within 30 days after commencing to serve and each year thereafter on a date specified by the County, file with the Montgomery County Ethics Commission a sworn financial disclosure statement containing information with respect to all communications-related activities and interests. Such statement shall cover the calendar year immediately preceding the year in which such filing occurs and shall be confidential pursuant to Section 19A of the Montgomery County Code.