

BY-LAWS
for the
LEXINGTON COMMUNITY MEDIA CENTER, INC (LexMedia)**ARTICLE I: NAME**

The name of this Corporation shall be LEXINGTON COMMUNITY MEDIA CENTER, INC. (hereinafter in these by-laws referred to as the “Corporation” or “LexMedia”), 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, scheduling channel time for public, educational and governmental (“PEG”) Access programming; providing the opportunity to the residents and organizations of Lexington to produce PEG Access programming; and providing training to Lexington residents and organizations in the use of PEG Access facilities and equipment. It will oversee and provide PEG Access programming to cable television subscribers in Lexington on the channels designated for PEG Access purposes. It will oversee the management of the Corporation. The purpose 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. Membership

Membership shall consist of one class of members comprised of several categories, as designated by the Board of Directors by recommendation of the Membership Committee of the Board. Categories of membership shall include at a minimum, individual and organizational members. All members, will have access to facilities training and equipment. The size of the membership base shall not be limited. The Board of Directors shall set suggested membership dues for the various types of membership. Except where otherwise specifically noted, the term person refers to someone who either lives, works or belongs to an organization based in Lexington. All persons serving on the Board of Directors shall be members of the Corporation upon election to the Board. Any person interested in becoming a member of the Corporation shall submit a written and signed application to the Corporation staff, which application shall be approved by the Board of Directors and reviewed annually.

Section 2. Voting Rights

Individual members shall be entitled to one (1) vote, in person, on any matter submitted to a vote of the membership. A family can purchase a membership for the entire family, however that family will be considered as an individual member and thus have only one vote. Organizational members shall have one (1) vote, to be cast by a designated organizational representative. Proof of organizational affiliation/delegation may be requested. Proxy voting may only be allowed at the discretion of the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Powers and Duties

The Board of Directors of the Corporation will manage the Corporation's resources for use by Lexington residents, the Town, businesses and organizations. It shall lead the organization with vision and an understanding of what is needed to assure the long-term viability and growth of the Corporation. Upon being seated, the responsibility to manage the affairs and property of the Corporation is conferred on them: to uphold the provisions of this document; to protect the financial well being of the Corporation. The Board of Directors shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors. The Board shall have full authority regarding to the distribution of money received by the Corporation. Distribution of funds shall follow the fundamental and basic purposes of the Corporation, as expressed in the Articles of Organization. Any proposed changes to these by-laws shall require a two-thirds vote by members present at the annual meeting. 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 Board of Directors shall consist of a minimum of nine (9) and a maximum of fifteen (15) Directors. One (1) of the seats will be appointed by the Directors from recommendations by Lexington School Committee, one (1) of the seats will be appointed by the Directors from recommendations by the Town Meeting Member Association Executive Committee, and one (1) of the seats will be appointed by the Directors from recommendations by the Board of Selectmen. The remaining seats will be elected by the general membership.

Election to the Board of Directors shall be for a period of three (3) years.

Within the limits prescribed by these by-laws, the number of Directors shall be such as may be changed only by a simple majority vote of the membership at the annual meeting.

A Director need not be a member of the Corporation prior to his or her election or appointment to the Board of Directors but must become one before being seated. 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 resignation or removal. The Executive Director will participate in the meetings of the Board (unless his or her own performance is being discussed).

Section 3. Term of Office

The initial Directors shall be persons named by the conveners. For purposes of clarification, at the first meeting of the full Board, terms for each member shall be decided by consensus.

Of the three (3) Directors to be elected by the membership, the conveners shall appoint one (1) Director to an initial term of three (3) years, one (1) Director to an initial term of two (2) years, and one (1) Director to an initial term of one (1) year.

As each Board of Director's term expires, he/she may be reelected. There shall be no limit to the number of terms of election.

Section 4. Resignation or Removal

A Director may resign by delivering his or her written resignation to the Chair of the Board of Directors with a CC to the Executive Director. Such resignation shall be effective upon its acceptance by the Board of Directors, and the election or appointment of his or her successor shall follow within three meetings.

Any director who fails to attend three (3) consecutive regular meetings of the Board of Directors, without sufficient excuse may be removed from the Board of Directors by a majority vote of those present at a regular or special meeting of the Board of Directors. If the majority of the Board of Directors determines that a Director needs to be removed for a reason other than attendance then a special meeting must be called to address the issue of removing the non-attending Director. The rules governing special meetings as detailed below must be followed. Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail 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 vacant seats on the Board of Directors, arising from any cause, may be filled for the remainder of the term of that seat at any meeting of the Board of Directors by a majority of the Directors. The Secretary of the Board shall track all Board member terms and make such information readily available to who ever may request it.

Section 6. Disqualification

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 or close relative of an employee of a Lexington cable television operator, 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 a Lexington cable television operator, its parent or its affiliate. A close relative is defined as someone currently residing in the household e.g., spouse, sibling and offspring.

No official holding a town-wide elected position, e.g. Member of the Board of Selectmen, Member of the School Committee, Planning Board, Housing Authority or Town Moderator shall serve on the Board of Directors. In the case that a Board Member seeks elected office, he or she shall request a leave of absence from the time of their announcement as a candidate to the conclusion of the election.

Section 7. Compensation

Directors as such shall receive no compensation for their services, disbursements of funds may only be allowed by resolution of the Board of Directors for reimbursement for any expenses incurred on behalf of the Corporation. 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 thereof, if any, is filed with the Secretary of the Corporation. The Board of Directors, prior to the service being provided, shall approve a formal agreement with said Director. Said Director shall be precluded from voting on such formal agreement, or on any issue coming before the Board that relates to such service.

Directors receive free membership and all class fees are waived while they are seated on the Board

of Directors of the Corporation to encourage them to participate in the services of the organization.

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 time as the Board of Directors may fix. The Board of Directors is to hold no fewer than five (5) regular meetings each year. All meetings shall be open to the public.

Section 2. Special Meetings

Special meetings of the Directors may be called by the Chairperson, or by four (4) or more Directors and shall be held at such time and for such purposes as may be specified in the call for said meeting.

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 the 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. The Secretary shall produce notice of the regular meetings of the Directors, when required. 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 of such person or persons. The Executive Director must be notified of all Board Meetings. The Board of Director's meeting dates and times shall be posted for the membership to see and on the channels used for public notifications.

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; provided, that if all the Directors shall severally or collectively consent in writing to any action to be taken by Corporation, such action shall be as valid

corporation action as though it has been authorized at a meeting of the Directors.

ARTICLE VI: MEETING OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the membership shall be held in November of each year at 7:00 PM at the principal facility of the Corporation in Lexington, or at such other time and/or place in Lexington as the Board of Directors shall 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. Ballots for voting at the Annual Meeting will be issued only to those who have been members in good standing for 30 days prior to the Annual Meeting.

Section 2. Special Meetings

A special meeting of the corporation may be called at any time by the Chairperson of the Board of the Corporation, the Board of Directors, or by receipt by the Secretary of the Corporation of a written request of ten (10) members. A special meeting shall be convened no sooner than ten (10) days nor longer than forty-five (45) days after being requested.

Section 3. Place for Meetings

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

Section 4. Notice of Meetings

Notice of Annual Meeting and special meetings of the members shall be at least given ten (10) days prior to the scheduled date of the meetings. 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 the record within the territory of general circulation of the newspaper required for official publication, the notice shall also be published in a newspaper or newspapers which have an aggregate territory of general circulation which includes the addresses or record of eighty (80%) of such members of record. Notice of meetings of the membership shall be posted on the Community Bulletin Board for a minimum of ten (10) days prior to the date of the meeting.

The Board Development and Nominating Committee shall oversee the nomination process for the Annual Meeting (see Article VIII. Section 1. e.). If there are vacancies on the Board just prior to the Annual Meeting, the Notice of Annual Meeting may invite members to submit names, including self nomination, to the Nominating Committee for consideration of being placed on the ballot. Such interest in being nominated for election to the Board shall be articulated in writing within five (5) days of the Annual Meeting. Letters of Intent, with a resume, should be addressed to the Nominating Committee, at the Corporation's legal address.

Section 5. Presiding Officers

The Chairperson of the Board of Directors of the Corporation shall preside at all regular or special meetings of the membership, and the Secretary of the Corporation shall record the minutes of all such meetings.

Section 6. Quorum

A duly called Annual 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, of twenty-five (25) members of the Corporation.

ARTICLE VII: OFFICERS

Section 1. Officers

The Officers of the Corporation shall include a Chairperson, one or more Vice-Chairs, a Secretary, and a Treasurer. The initial Convener appointees shall meet for the purpose of electing officers as soon as practicable after their appointment. The Board of Directors shall elect officers from the newly seated Board of Directors at the first meeting after the Annual Meeting of the membership. 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 chose and qualified. No member of the Board of Directors can be elected an Officer of the Corporation unless he or she has been a member of the Board of Directors for one year. The sole exception to this rule will be for the initial Board of Directors.

Section 2. Duties of Chairperson (Chair) of the Board

The Chair shall make a report on the affairs of the Corporation at each meeting of the members of 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 Chair shall execute after review by the Treasurer, 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 Chair shall be the Chairperson of the Executive Committee and shall nominate the chairpersons of all other committees. The Chair 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-Chair

If there is more than one Vice-Chair one shall be titled 'First Vice Chair'. The Vice-Chair (or First Vice Chair as appropriate) shall fulfill the duties of the Chair in the event of the absence or incapacity of the Chair, and shall have such other powers and shall perform such other duties as are set forth in these by-laws, and 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 First Vice-Chair, any other Vice-Chair shall fulfill the aforesaid duties of the Chair and then the Secretary of the Board, followed by the Treasurer.

Section 4. Duties of the Secretary,

The Secretary shall issue notices of Directors' and membership meetings as hereinbefore set forth, shall attend and keep the minutes of the same, shall have custody of all corporate books, records, papers, and the corporate seal, shall attest the signing and sealing by the Chair of all instruments requiring the corporate seal and the signing of all other instruments when so required by the Chair,

these by-laws, shall do such other things as many be 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. There shall be one Assistant Secretary. In the event the Secretary is absent, the Board of Directors shall appoint someone to perform these duties for that given meeting. The Secretary shall be charged with keeping a Public File of all Board activities, votes and the Annual Operating Budget in an accessible place within the Corporation's facilities for viewing by anyone who wishes to consult it. No specific staff salary information should be included in the Public Budget. A line item for Personnel Expenses shall suffice.

Section 5. Duties of the Treasurer

The Treasurer of the Corporation shall be the Chief Financial Officer and shall have responsibility for communicating to the Board important issues or concerns regarding the funds and assets of the Corporation. The Treasurer shall work closely with the Executive Director to design the annual operating budget, to be presented to the full Board for approval each year. The Treasurer shall receive all funds of the Corporation and shall make disbursements and shall keep regular books of account showing receipts and disbursements, and shall submit a monthly financial statement and an annual audited statement of all such receipts and disbursements to the Board of Directors for their examination and approval. 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. Resignation or Removal

Any Officer or member of the Board may resign by presenting his or her written resignation to the Chair or to any other Officer. A copy of said resignation should be sent to the Executive Director as well. 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 7. Vacancies

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

Section 8. 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) Executive Committee
- b) Finance Committee
- c) Personnel Committee
- d) Board Development and Nominating Committee

Section 2. Appointment and Functions of Standing committees

The Chair shall appoint the chairpersons of all standing committees, except the Executive Committee, all of whom shall be subject to the approval of the Board of Directors. The chairperson of each standing committee shall be a member of the Board of Directors or a staff person. All members of the standing committees must be a member of the corporation. The Chair of each committee may approve participation on his or her committee.

Section 3. Executive Committee

The Executive Committee shall consist of the officers of the Board and any other Board members as designated with approval of the full Board. The Chair of the Corporation shall serve as chairperson of the Executive committee. During intervals between regular monthly meetings of the Board of Directors, the Executive committee may exercise all of the powers of the Board of Directors in the management and direction of the affairs of the Corporation. All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next following such action, and shall be subject to revision and alteration by the Board of Directors; provided, however, that no rights of third parties shall be affected by any such revisions or alterations. Regular meetings of the Executive Committee shall be necessary for the passage of any resolution needed between regular meetings.

The Executive Committee is further charged with the oversight, along with the full Board, of the overall financial well being of the organization. This shall include specifically the responsibilities of

understanding the field of community media and its developments and the changes in the cable television and related industries. It is the responsibility of the Executive Committee to lead the organization in meeting the necessary requirements for preparation for any franchise renewal when it shall occur.

Section 4. Finance Committee

The Finance Committee should be chaired by the Treasurer unless otherwise designated by the Board and in collaboration with the Executive Director, shall develop and recommend to the Board of Directors the annual operating budget and work plan for the organization; 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 accountant, if one accompanies the annual audit, have been properly dealt with.

Section 5. Personnel Committee

The Personnel Committee may be designated to prepare the materials for the Board's annual review of the Executive Director. They may recommend to the Board a process by which this will be conducted.

In collaboration with the Executive Director, the Personnel Committee 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.

Section 6. Board Development and Nominating Committee

The Nominating Committee shall nominate any and all candidates for election as Directors and Officers. The Nominating Committee, in collaboration with the Secretary of the Board, shall maintain a record of the names of all Directors and their terms of office. The conveners shall

perform the functions of the Nominating Committee at the first annual meeting and at the first meeting of the Board of Directors following the first annual meeting.

Section 7. Other Committees

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

ARTICLE IX: EXECUTIVE DIRECTOR

The Board of Directors shall hire 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. It is the responsibility of the Executive Director to hire and supervise the staff to operate the Corporation. All additional authority and duties shall be laid out in a job description as approved by the Board of Directors. The Executive Director shall report to and be directly responsible to the Chair of the Corporation. The Executive Director shall be entitled to compensation for his or her service, renewal, and other provisions as appropriate.

The Executive Director shall be the Chief Executive Officer of the Corporation and shall be a non-voting member of the Board of Directors. The Executive Director shall execute, after review and approval by the Board or its subcommittees, in the name of the Corporation, such contracts, agreements and governmental filings, when necessary or proper.

It is the responsibility of the Board of Directors to perform an annual review of the Executive Director in the manner they decide to be most effective.

ARTICLE X: IDEMNIFICATION

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, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceedings, 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: 1) by a disinterested majority of the Directors then in office; or by 2) 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 interest of Corporation. Expenses, including counsel fees reasonably incurred by any such Director of 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 amount so paid to the Corporation if he or she 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.

Pursuant to Massachusetts General Laws, Chapter 180, Section 3, the personal liability of Officers and Directors to the Corporation shall be eliminated for monetary damages for breach of fiduciary duty as an Officer or Director notwithstanding any provision of law imposing such liability; provided, however, that said provision shall not eliminate the limit of liability of an Officer or Director, a) for any breach of the Officer's or Director's duty of loyalty to the Corporation or its members, b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or c) for any transaction from which the Officer or Director derived an improper personal benefit.

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 debts and obligations of the Corporation, shall be distributed by the Board of Directors to such organization or organizations which are organized and operated exclusively for charitable purposes, which provide services to the residents of Lexington, 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, members 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. 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, with a record of receipt, 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 purposes of notice.

Section 2. Fiscal Year

The fiscal year of the corporation shall be twelve (12) months ending June 30th of any given year, except as, from time to time, otherwise determined by the Board of Directors, and shall follow the fiscal of the Town.

Section 3. 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 the 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-third (2/3) vote of the Board of Directors present at the annual or special meeting of the Board duly called for that purpose, provided that notice of 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. All amendments to the by-laws must be presented for a two-third (2/3) vote of approval to the membership at the Annual Meeting of the Corporation and that notice of such amendments shall be given to the members with notice of the Annual Meeting.

Updated by vote to approve amendments at LexMedia Annual Meeting, November 30, 2009, and January 31, 2011.