

WOLFEBORO COMMUNITY TELEVISION, INC.

ARTICLE I

Name: the name of the corporation shall be Wolfeboro Community Television, Inc. (WCTV)

ARTICLE II

Purpose: The purpose of this non-profit corporation shall be:

- A. To maintain an association of persons interested in the continuing operation and maintenance of a local public, education and government (PEG) access cable television facility.
- B. To provide a means for the dissemination of information or programs from public, education and government via cable television as an extension of the First Amendment right to free speech.
- C. To encourage and provide a means for residents of the Town of Wolfeboro and other area communities served by Breezeline™ or the cable provider chosen by the Member Community, receiving WCTV programming and financially supporting WCTV to originate productions for cablecasting on WCTV.
- D. To accept charitable contributions and direct those contributions towards the operation and maintenance of a Wolfeboro public, education and government access cable television facility.

ARTICLE III

Board of Directors of the Corporation:

Section 1. The Board of Directors shall consist of: (1) a member of the Wolfeboro Board of Selectmen; (2) a member of the Governor Wentworth Regional School District Board or its designee; (3) a member of the Wolfeboro Area Chamber of Commerce; (4) a member of the Wolfeboro business community not a member of the Wolfeboro Area Chamber of Commerce; (5) the Principal of the Region 9 Vocational Technical Education Center; (6,7,8,9) Community Representatives, members of the general public either residing or working in a Member Community and (the remainder of 6-9 that are not Member Community Representatives may be) representatives of the general public either residing in or employed in the Town of Wolfeboro or a Member Communities.

Section 2: The term of office shall be for three (3) years except that the members of the original Board shall be two for three years, two for two years and one for one year.

Section 3: At minimum one month prior to the Annual Meeting the Board of Directors shall consider nominations to the Board of Directors for acceptance.

A Board member representing Wolfeboro Board of selectmen is to be appointed by the Wolfeboro Board of Selectmen. A Board Member representing the Governor Wentworth Regional School Board is to be appointed by the Governor Wentworth Regional School Board.

A Board Member Representing the Lakes Region Technology Center is to be appointed by the Lakes Region Technology Center.

A vacancy in the Board of Directors shall be filled by the remaining Board members until the next Annual Meeting.

Section 4: The Executive Director of WCTV will be an ex-officio member of the Board of Directors.

Section 5: A vacancy on the Board shall be filled for the remainder of the term by appointment of the remaining members of the Board of Directors.

Officers

Section 1: The officers of this non-profit corporation shall be Chairman, Vice Chairman, Treasurer and Secretary. Officer positions of the Vice Chairman and Treasurer may be combined to be the role of one person, as voted on annually by the Board of Directors.

Section 2: Officers shall be elected by a majority vote of the Board of Directors at the first meeting of the Board and subsequently following the first meeting after the annual meeting for a term of one (1) year.

Section 3: The term of the officers so elected shall begin with the meeting of their election and continue until their successors are elected.

Section 4: A vacancy in any office shall be filled for the remainder of the term through election by a majority vote of the remaining Board members.

ARTICLE IV

Duties of the Officers

Chairman:

The Chairman shall:

- Facilitate all meeting for the Board members.
- Serve as the primary channel of communication between the Board and the Executive Director of WCTV.
- Facilitate the appointment of all committees and ensure that the goals and purposes of this non-profit corporation are realized.
- Be an ex-officio member of all committees.
- Have the power to pursue resources pending ratification by the Board of Directors.

Vice Chairman/Treasurer:

The Vice Chairman shall:

- Preside over meetings of the Board of Directors in the absence of the Chairman.
- Perform Duties as needed prescribed for the Chairman.

The Treasurer shall:

- Be responsible for the collection, safekeeping and disbursement of all funds and assets.
- See to it that financial records of all transactions for the non-profit corporation are maintained.
- Submit a financial accounting of the non-profits corporation's transactions and financial status as requested.
- See to it that any documents for the IRS and Attorney General's Office related to the finances of the non-profit corporation are submitted in a timely manner.
- Conduct Board meetings in the Chairman's absence or perform any other duties of the Chairman as assigned by the Chairman.

Secretary:

The Secretary shall:

- Record attendance, take, distribute, and maintain a file of meeting minutes.
- See to it that orderly files for the corporation are maintained which will include: press releases, flyers, newsletters, announcements of programs/activities or any other pertinent information relative to WCTV, Inc.

ARTICLE V

Board of Directors Meetings:

Section1: Meetings of the WCTV Inc. Board of Directors shall be held monthly unless otherwise voted on by the Board. The time and place shall be determined by the Board.

Section 2: Business can be conducted when a quorum is present. A quorum shall be defined as a simple majority of the Board.

Annual Meeting:

The annual meeting of the Corporation shall be held in January.

ARTICLE VI

Funds and Liability

Section 1: All funds shall be deposited to the account of Wolfeboro Community Television Inc. and shall be disbursed by the Treasurer or a co-signer designated by the Treasurer.

Section 2: No officer of this non-profit corporation shall have attached any personal liability to the non-profit corporation in connection with any of its undertakings.

Section 3: No part of the funds of the non-profit corporation shall benefit any individual of the non-profit corporation except that the non-profit corporation may pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes of the non-profit corporation.

Section 4: Upon dissolution of the non-profit corporation after paying or making provisions for the payment of the liabilities of the non-profit corporation, any remaining assets shall be disburse in accordance with Article 4 of the "Articles of Agreement".

Section 5: The fiscal year of Wolfeboro Community Television Inc. shall be January 1st through December 31st.

ARTICLE VII

Amendments

These Bylaws may be amended, with thirty days prior notice to the public, at any meeting of the Board of Directors by a majority vote, a quorum being present.

General:

Section 1: The non-profit corporation shall not participate, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

Section 2: Notwithstanding any other provision of these articles, the non-profit corporation shall not carry on any other activities not permitted to be carried on:

(a) by a non-profit corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code or

(b) by a corresponding contribution to which are deductible under section 170 (c) (2)

of the Internal revenue Code or the corresponding section of any future federal tax code.