

**BY-LAWS
OF
LOCKPORT COMMUNITY TELEVISION**

ARTICLE I. NAME

1.1 This corporation shall be known as Lockport Community Television, Inc. (hereinafter referred to as the Corporation) which may be abbreviated as LCTV.

ARTICLE II. PLACE OF BUSINESS

2.1 The principal place of business of LCTV is at 293 Niagara Street, Lockport, New York, 14094.

ARTICLE III. PURPOSES

3.1 The purposes for which the Corporation is formed are:

(i) To support the goals and objectives of the Lockport Community Cable Commission as they relate to public, educational and governmental programming on the access channels.

(ii) To administer and manage the local public, educational and government access channels on behalf of the Lockport Community Cable Commission, and the use of the equipment, supplies, services, and other support made available for programming purposes.

(iii) To develop funding resources and to administer such funds in order to promote access programming.

(iv) To provide individuals and organizations in the City and Town of Lockport with the resources and support to produce programming for the access channels, including training, equipment, production facilities, and channel time.

(v) To develop and cultivate the community use of cable telecommunications media in a non-discriminatory manner that promotes a free exchange of ideas and information.

- (vi) To serve access viewers and listeners by facilitating a diversity of programming of general community interest on the access channels.
- (vii) To embrace equality of opportunity in all areas of access management.
- (viii) To ensure that programming content on the access channels is not censored except as necessary to comply with applicable law.
- (ix) To seek ways to develop audiences and to increase the visibility of access programming and to conduct studies and research relating to cable television services and programming and to make recommendations for improving such services and programming.
- (x) In general, to exercise such powers which now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

This corporation is organized exclusively for educational and public purposes, as set forth in Section 501(c)3 of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under that section of the Code. This corporation is not formed for pecuniary profit or financial gain, and no part of its net earnings, income or assets shall inure to the benefit of any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes). No significant part of the activities of the corporation shall be the dissemination of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501 (h) of the Internal Revenue Code of 1986, as amended. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IV. MEMBERS

- 4.1 LCTV shall be a non-membership organization.

ARTICLE V. BOARD OF DIRECTORS

5.1 **General Powers.** The property, affairs, and business of LCTV shall be managed by or under the direction of the Board of Directors, except as otherwise provided by statute, the Certificate of Incorporation, or these By-laws.

5.2 **Number and Appointments.** The number of directors of LCTV shall be no less than eleven and not more than fifteen. There shall be four (4) initial directors. The remaining directors shall be appointed by the Board of Directors, as recommended by the Nominating Committee.

5.3 **Eligibility.** Each director of LCTV shall live in the service area and be at least eighteen years of age. Best efforts shall be made to ensure that the Board of Directors represents as closely as possible the racial, ethnic, and socioeconomic diversity of Lockport so as to best realize the goals and objectives of public, educational and governmental programming.

No director shall be a full-time or part-time employee of a political party. No director or spouse of a director shall knowingly own any interest in Time Warner Cable, or any of its affiliates, subsidiaries, or parent organization, or any assignee or transferee of same, or any successor to the cable television franchises for the Town and City of Lockport currently held by them or any affiliate thereof unless the fair market value of any such interest does not exceed at any time Twenty-five Thousand Dollars (\$25,000.00) (or in the case of such affiliates that are not themselves directly or indirectly engaged in cable television-related activities, the greater of (i) ten percent (10%) of such affiliates or (ii) Seventy-five Thousand Dollars (\$75,000.00)), provided that the foregoing limitations shall not apply to amounts invested in mutual funds or similar investment vehicles that themselves may make investments in the securities or obligations of such entities. For the purposes of this Section 5.3, affiliate shall mean each parent, subsidiary or sister entity, as well as each general and limited partner or joint venturer, or a Cable Franchisee, and any other person or entity related to a Cable Franchisee by common ownership, common management, or other common control.

5.4 **Term.** Each director shall hold office until his successor is elected or appointed, unless removed prior thereto in accordance with law or pursuant to the terms of

these bylaws. All new Directors shall serve a term of one year. Following completion of the one-year term, Directors who choose to remain on the Board shall be appointed to terms of two or three years, with no more than one-half of the directors completing their terms in any given year. No director shall serve more than two consecutive terms unless authorized by an affirmative two-thirds (2/3) vote of the directors then in office.

5.5 **Certification and Disclosure.** Each director must sign a certification and disclosure statement before assuming office. Such statement shall include the following:

- (i) a certification that the director is a resident of the service area;
- (ii) a certification that the director is not an elected government official or a full-time or part-time employee of a political party;
- (iii) a certification that the director does not knowingly own any interest in the Cable Franchisee(s) or any affiliate thereof (as defined in Section 5.3 hereof) or a certification that the director owns an interest in the Cable Franchisee(s) or any affiliate thereof (as defined in Section 5.3 hereof) and that the fair market value of such interest does not, to the directors knowledge, exceed Twenty-five Thousand Dollars (\$25,000.00), and, in the case in such affiliates that are not themselves directly or indirectly engaged in cable television related activities, the greater of (a) ten percent (10%) of such affiliates or (b) Seventy-five Thousand Dollars (\$75,000.00), provided that the foregoing limitations shall not apply to amounts invested in mutual funds or similar vehicles that themselves may make investments in the securities or obligations of such entities as of the date of certification; and
- (iv) a disclosure of the director's employer, or if the director is self-employed, disclosure of the name of the director's business or profession and description thereof.

5.6 **Vacancies.** Any vacancy on the Board of Directors for any reason other than the expiration of the term shall be filled by the remaining directors following recommendations from the Nominating Committee. The term of any director so elected shall for the remainder of the unexpired term. Said director may be reappointed at the conclusion of the term subject to the conditions of Article 5.4.

5.7 **Resignation.** Any director may resign at any time by submitting written notice of said resignation to the Chairperson. Any director who fails to attend three consecutive regular meetings without the express consent of the Chairperson shall be deemed to have resigned, such resignation being effective on the date of the fourth meeting.

5.8 **Removal.** The Board of Directors may remove any director at any time by an affirmative vote of a majority of the directors then in office.

5.9 **Compensation of Directors.** Directors shall not receive any payment for their services as directors. Directors may be reimbursed for actual and necessary expenses resulting from their services as directors in accordance with rules established by the Board of Directors.

5.10 **Annual Meeting.** The Board of Directors shall hold its Annual Meeting each April. Directors will be notified at least ten days in advance of the annual meeting.

5.11 **Regular Meetings.** Regular meetings of the directors for the transaction of business will be held on a monthly basis. Directors will be notified at least five days in advance of regular meetings.

5.12 **Special Meetings.** Special meetings of the directors may be called by the Chairperson or by four or more of the directors and shall be held at such time and for such purposes as may be specified in the call for such meeting.

5.13 **Quorum.** A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business.

5.14 **Conduct of Meetings.** Unless otherwise specified in these By-Laws, all meetings of the Corporation will be conducted according to Robert's Rules of Order (latest edition).

ARTICLE VI. OFFICERS AND AGENTS

6.1 **Election.** The directors shall, at the Annual Meeting, elect from among the board members, a chairperson, a vice-chairperson, a secretary, and a treasurer. Such officers shall serve until the next annual election. Officers may succeed themselves. Vacancy in any of these offices shall be filled by the directors by a majority vote.

6.2 **Removal.** Any officer may be removed by the Board of Directors by a majority vote of the directors then in office, whenever in their judgement the best interests of the Corporation will be served.

6.3 **Chairperson.** The Board of Directors shall elect and appoint a Chairperson. The Chairperson shall call meetings of the Corporation, conduct all meetings of the Corporation, make all committee assignments, be responsible for overseeing the implementation of policies adopted by the Board, represent the Board at any public or private functions, be the primary liaison between LCTV staff and the Board of Directors, and perform such other duties as may from time to time be required by the Board. The Chairperson may delegate his/her authority to represent the Board and may delegate such other authority as he/she deems appropriate, with the concurrence of the Board.

6.4 **Vice-Chairperson.** The Board of Directors shall elect and appoint a Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in his/her absence or inability to serve and shall perform such other duties as may from time to time be required by the Chairperson or the Board of Directors.

6.5 **Secretary.** The Board of Directors shall also elect and appoint a Secretary. The Secretary shall keep all official records of the Corporation, keep minutes of all meetings, mail notices of meetings, and carry out such other duties and responsibilities as may from time to time be assigned by the Board of Directors or Chairperson.

6.6 **Treasurer.** The Board of Directors shall elect and appoint a Treasurer. The Treasurer shall be responsible for the financial affairs of the Corporation under the general direction of the Board of Directors. He/she shall will be responsible for filing all required reports and forms, shall serve as chair of the Finance Committee, shall be responsible for preparing or causing to be prepared and presenting regular financial reports to the Board of Directors, as well as an informal annual accounting of the financial status of the Corporation, and shall carry out other such duties and responsibilities as may from time to time be assigned by the Board of Directors or the Chairperson.

ARTICLE VII. COMMITTEES

7.1 **Appointment.** The Chairperson may appoint the chairman and other

members of such committees as may be necessary to carry out specific projects, for recommending policies or procedures, or for such other purposes as the Chairperson or the Board of Directors may deem appropriate. Such committees, each consisting of at least three (3) directors, shall have such authority, as the Board of Directors may by law or these by-laws direct.

7.2 **Standing Committees.** The Chairperson shall appoint a Nominating Committee, a Finance Committee, and a Personnel Committee to serve as standing committees for the Corporation.

7.3 **Executive Committee.** The Executive Committee shall consist of the officers of the Corporation. During intervals between meetings of the Board of Directors, the Executive Committee may exercise all of the powers of the Board of Directors. All actions taken by the Executive Committee shall be reported to the Board of Directors at its next meeting following such action and be subject to revision and alteration by the Board of Directors. A majority of the Executive Committee shall constitute a quorum. Regular minutes of the proceedings of the Executive Committee shall be kept by the Secretary.

7.4 **Nominating Committee.** The Nominating Committee shall consist of three or more directors. The Committee will recommend candidates for membership on the Board of Directors.

7.5 **Personnel Committee.** The Personnel Committee shall consist of three (3) or more directors. The Committee shall make recommendations to the Board of Directors on matters of hiring personnel, suspensions and terminations, as well as compensation and benefits. The Committee is also responsible for conducting performance evaluations and employee development.

ARTICLE VIII. PROHIBITIONS AGAINST CONFLICTS OF INTEREST

8.1 Any officer or director who is seeking to enter into a contract or other transaction with or is seeking a grant from the Corporation, or who is an officer or director of, has a substantial financial interest in, or is otherwise associated with a corporation, firm, association, or other entity seeking to enter into a contract or other transaction with, or seeking a grant from the Corporation: (i) shall disclose to the Board such fact, position, interest or

association;

(ii) shall not vote on any matter relating to such contract, transaction, or grant;

(iii) and shall not participate in any discussion with the Board or any member of the Board relating to such contract, transaction, or grant, provided that the Board may request such interested officer or director to respond to specific factual questions in connection with such contract, transaction or grant.

8.2 **Good Faith.** No contract, transaction, or grant between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest or with which one or more of its directors or officers are otherwise associated, shall be either void or voidable for this reason alone, provided that (i) the material facts as to such director's or officer's interest in such contract, transaction, or grant and as to any such common directorship, officership, financial interest or association are disclosed in good faith to the Board of Directors; and (ii) such interested officer or directors has complied with Section 8.1 of these By-Laws.

8.3 **Loans.** No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officer or hold a substantial financial interest, except a loan to another Type B corporation.

ARTICLE IX. GENERAL OPERATIONS

9.1 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

9.2 **Seal.** The Corporation shall have a corporate seal, in such form as the Board of Directors shall determine. The Board of Directors may authorize any officer or designated assistant to such officer to affix the seal of the Corporation to any instrument requiring it and to attest to the affixing of said seal by signature.

9.3 **Payment of Money.** All checks , drafts, or other orders for payment of money shall be signed by the Chairperson and Treasurer or such other person or persons

as may be directed by a majority vote of the directors.

9.4 **General and Special Bank Accounts.** The Board of Directors may authorize from time to time the ongoing and keeping of other depositories as the Board of Directors may designate or as may be designated by any officer or officers of the Corporation to whom such power of designation has been delegated by the Board of Directors. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as it may deem appropriate.

9.5 **Indemnification.** The Corporation does hereby agree to indemnify to the maximum extent legally or judicially permissible each director and officer of the corporation against any and all expenses (including attorneys' fees), liabilities, judgments and fines actually and necessarily incurred by such person in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue, or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which such person may be involved as a party or otherwise by reason of such person being or having been a director or officer of the Corporation or at its request, of any other entity, whether for profit or not-for-profit. The Corporation may, to the extent authorized from time to time by the Board of Directors, indemnify to the maximum extent legally permissible any employee or agent of the Corporation (or any person serving at the Corporation's request as a director, trustee officer, employee, or agent of another entity), in each case as determined by the Board of Directors, to the fullest extent of the provisions of this Section 9.5 in cases of the indemnification of directors and officers of the Corporation, or to any lesser extent (or greater extent, if permitted by law) determined by the Board of Directors.

No indemnification may be provided to or on behalf of any person if a judgment or other final adjudication adverse to such person establishes that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and such acts were material to the cause of action so adjudicated, or that such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

The Corporation shall not indemnify any person if such indemnification would pose a substantial risk of (i) preventing the Corporation from continuing to qualify as exempt from

income tax under Section 501 (a) of the Internal Revenue Code as an organization described in Section 4501 (c) (3) of the Code, or (ii) the imposition of taxes on such person under Chapter 42 of the Code. Further, if at any time or times the Corporation is a "private Foundation" within the meaning of Section 509 of the Code, then during such time or times no indemnification shall be made if such indemnification would constitute an at of self-dealing (as defined in Section 4941 (d) of the Code) or a taxable expenditure (as defined in Section 4549 (d) of the Code).

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, costs and disbursements, and judgements, fines or penalties against, and amounts paid in settlement by, such person. The Corporation may advance expenses to or, where appropriate, may undertake at its expense, the defense of any person, provided that such person shall have undertaken to repay or to reimburse such expenses if it should be ultimately determine that such person is not entitled to indemnification under the Article.

The rights of indemnification provided under this Section shall not be exclusive of any other rights of indemnification to which any such person may be entitled, under applicable law, certificate of incorporation, by-law, agreement, vote of Disinterested directors, or otherwise, and shall insure to the benefit or the heirs, successors, executors and administrators of such person.

The provisions of this section shall be applicable to claims, actions, suits, or proceedings make or commenced after the adoption of these By-Laws, whether arising from acts or omissions to act occurring before or after the adoption of these By-Laws.

ARTICLE X. AMENDMENTS

10.1 The By-laws of this Corporation may be altered, amended or repealed by a two-thirds (2/3) vote of the directors then in office and present at any annual, regular, or special meeting duly convened for the purpose of altering, amending or repealing the By-laws.

10.2 **Certificate of Incorporation.** The Certificate of Incorporation may be altered, amended or a new certificate adopted, at any meeting of the Board of Directors, by a vote of at least two-thirds (2/3) of the entire Board of Directors, provided that (i) any

such action may be taken only at a meeting of the Board of Directors called for such purpose; and (ii) at least ten (10) days' written notice is given of the intention to take such action at such meeting.

ARTICLE XI. DISSOLUTION

11.1 **Vote.** The Corporation may be dissolved by at least two-thirds vote of the directors then in office, and upon the obtaining of any relevant authorization as required by law.

11.2 The Board of Directors shall continue in existence as the Corporation until it is legally dissolved and shall be responsible for carrying out the dissolution.

11.3 **Asset Distribution upon Dissolution.** Upon the dissolution of the Corporation the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, revert all assets of the Corporation to the Lockport Community Cable Commission. Should the Commission no longer be in existence, the Board of Directors shall dispose of said assets in such manner as directed by the Certificate of Incorporation and pursuant to any applicable laws in effect at the time of dissolution.

ARTICLE XII. ADOPTION

12.1 These By-laws shall be effective upon their adoption by a two-thirds vote of the Board of Directors then in office.