

BY-LAWS

OF

PITTSFIELD COMMUNITY CABLE

BROADCASTING, INC.

As amended and approved by the Membership on May 11, 1999

BY-LAWS

OF

PITTSFIELD COMMUNITY CABLE BROADCASTING, INC.

ARTICLE I NAME I

The Name of the Corporation shall be PITTSFIELD COMMUNITY CABLE BROADCASTING, INC.

PURPOSE II

Section 1

The purposes for which the Corporation are formed are as follows:

a. The Corporation shall be operated exclusively for educational, non-commercial and community purposes. The corporation shall not be organized or operated for profit nor shall any part of its assets or net earnings inure to the benefit of any private individuals or officers except as compensation for services rendered. *(Note: Changed to "non-commercial" per By-Law change approved November 12, 1992.)*

b. To produce, create, direct, organize, edit and perform any and all such acts necessary to provide local, community-oriented television programs.

c. To enter into, make and perform contracts of every kind and description.

d. To borrow or raise monies for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments, and evidence of indebtedness, and to secure the payment of any there and of the interest thereon by mortgage upon pledge, conveyance or assigned in trust of the whole or part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

e. To have one or more offices and to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property.

f. To have and exercise all powers incidental to the foregoing purposes and to do any other acts permitted to a Corporation organized under Chapter 180 of the Massachusetts General Laws. *(Note: Former section "e" deleted per By-Law change approved May 11, 1999; former "f" and "g" changed to "e" and "f".)*

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ARTICLE II OFFICES

The Corporation shall maintain a reasonable accessible place of business which shall

have a separately listed telephone number and shall be opened to the public during normal business hours.

The principal office the Corporation is currently located at 4 Federico Drive, Pittsfield, Massachusetts and shall be opened during normal business hours. The telephone number is 413-445-4234.

The Corporation may have such other offices as may be deemed necessary or convenient by the Board of Directors to the carrying on of the purposes for which the Corporation is organized and such other offices may be discontinued at the pleasure of the Board. *(Note: Principal office changed per By-Law change approved May 11, 1999)*

ARTICLE III MEMBERSHIP

Section 1

The Corporation shall have one (1) class of voting members. Any resident of the City of Pittsfield, person working in the City of Pittsfield (or having retired from such a position in the City of Pittsfield), or a representative of an organization based in and serving the City of Pittsfield, eighteen (18) years or older, may become a member and thereby have voting rights upon affirmatively indicating interest in membership and agreeing in writing to abide by the Corporation's duly adopted rules. *(Note: Section 1 amended per By-Law change approved May 11, 1999 to add retirees)*

Section 2

The Corporation shall have such class or classes of associate membership as may be lawfully established. Any individual member of an organizational member, any resident of Berkshire County or person working in Berkshire County may become an associate member upon affirmatively indicating interest in associate membership and agreeing in writing to abide by the Corporation's duly adopted rules.

Section 2 (a)

By authority granted within these By-Laws, the Board of Directors may initiate membership fees for both the voting and associate members, which fees may include discounts for multiple members within a family, group or organization. However, the number of members eligible to vote in each discounted group cannot exceed the number of full Individual memberships included within the discounted group. The membership application shall specify each membership type exactly how many members have voting rights. Applications for memberships shall include the names of the voting and non-voting members. Under no *5/11/99*

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circumstances will a person be allowed to vote unless the full cost of an Individual membership has been paid. No voting member will be allowed more than one vote, regardless of the number of memberships he or she has.

Section 2 (b)

In order to vote at an Annual Meeting or Special Meeting of the Membership, any approved membership fees must be paid at least thirty (30) days in advance of the meeting in order to allow validation of voting eligibility at the time of the meeting.

Section 2 (c)

The Corporation will not allow voting by proxy. However, qualified voters may obtain an absentee ballot from the offices of the Corporation prior to any scheduled votes. The absentee ballot must be hand delivered to an authorized employee of the Corporation at the offices of the Corporation no later than 12:00 noon on the day of the meeting. At the time of submission of the absentee ballot, authorized employees of the Corporation shall determine the eligibility of the voter and mark the membership records that such person has submitted an absentee ballot. The absentee votes shall be kept in a secure place within the Corporation and shall not be opened until such time as all other votes are cast and counted. The absentee votes shall have the same force and effect as votes cast in person.

Section 2 (d)

Present members who previously qualified for membership under Article III, Section 1, but no longer qualify, may retain membership as long as they continuously renew such membership.

Section 3

To the extent permitted by applicable law, the giving of notice to members pursuant to any law, pursuant to the By-Laws of the Corporation or pursuant to voluntary action of the Corporation, shall apply to members but need not apply to associate members. It is the intention of the Corporation to afford members and associate members equal status within the Corporation, except that members, but **not** associate members, shall have voting privileges and the right to hold office. *(Note: Original Sections 1, 2, & 3 deleted & changed to above Sections 1, 2 & 3 per By-Law change approved November 12, 1992. Amended Section 2 again amended by adding Sections 2 (a), (b), (c) and (d) per By-Law change approved May 11, 1999)*

Section 4

Powers of Membership: The members shall have the powers conferred upon them and upon stockholders by the provisions of Massachusetts General Laws. In addition, they shall have the power to amend the Articles of Organization of the Corporation by two-thirds vote of their members, and elect or remove officers as hereinafter provided. *(Note: Change to allow only Articles of Organization to be amended by 2/3 vote of members; previous section also included a 2/3 vote to change By-Laws & was in conflict with other sections. [See Article XV and XX]. Change approved November 12, 1992 & clarification per By-Law change approved May 11, 1999).*

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Section 5.

Voting Rights: Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 6.

Termination of Membership: The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

Section 7.

Resignation: Any member may resign by filing a written resignation with the Secretary.

Section 8.

Reinstatement: Upon written request signed by a former member and filed with the Clerk, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may Deem appropriate.

Section 9.

Annual Meeting: Each year an Annual Meeting shall be held within ninety (90) days of the close of the fiscal year. The meeting may be held on one of the regular meeting dates provided under Section 6 of Article IV, and shall be held at a time and place to be designated by the Board of Directors. All members are to receive written notice of the Annual Meeting two (2) weeks in advance, together with an agenda of subjects to be considered at the meeting. *(Note: Amended Section 9 per By-Law change approved May 11, 1999 to set out time frame for holding annual meeting).*

Section 10.

Special Meeting of Members: Special Meetings of the members may be called by the President or by a majority of the Board of Directors and shall be so called by the Clerk upon written application of ten or more members. Notice of such Special Meeting, starting the time, purpose and place, shall be sent to each member in the same manner as hereinabove provided as in case of Annual Meeting.

Section 11.

Quorum: Thirteen members shall constitute a quorum of the membership, and the acts of the majority of the members present at a meeting at which a quorum exists shall be the act of the membership of the Corporation. *5/11/99*

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Section 12.

(Note: This original Section concerned attendance at quarterly meeting by members and was deleted per By-Law change approved November 12, 1992.)

Section 13.

It shall be a condition preceding membership, associate membership or continuation of said memberships that any person producing or cablecasting any program on the access channel(s) assume responsibility for the contents thereof, it being and having been the role of the Corporation relative to independent producers to provide a forum not subject to prior restraint. Notwithstanding the foregoing, the Corporation reserves the right to exercise editorial control of the programs of its own employees and to exercise such editorial control in the event Congress, the Federal Communications Commission or any controlling law may in the future require same. *(Note: This is a new Section per By-Law change approved November 12, 1992. It was changed again per By-Law amendment approved May 11, 1999 to eliminate confusing language)*

ARTICLE IV BOARD OF DIRECTORS

Section 1.

The Corporation shall consist of fifteen (15) Directors, all of whom MUST be members of the Corporation as previously described in Article III (and any amendments thereto).

Of these fifteen, twelve (12) will be elected by the membership as explained below. The twelve (12) elected members shall consist of the following three (3) separate and distinct slates to be offered annually:

Three (3) members - Education
Three (3) members - Government
Six (6) members - General Public

The criteria for running on a particular slate is as follows:

Education - Any person from the public or private education system who directs or generally affects the policies of an education system.

Government - Any public official elected or appointed to a governmental body, or anyone who works in or for a governmental body and who directs or generally affects the policies of that body.

General Public - Any other member of the general public who otherwise meets membership requirements.

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In addition to the twelve (12) elected Directors, there shall be three (3) Directors appointed to the Board by the Mayor of the City of Pittsfield. The Mayor should consider representation from the cable company, the cable commission and any other public body that he or she believes needs representation. Such appointments shall be made within thirty (30) days of the Annual Meeting. The initial appointments shall be staggered one (1), two (2), and three (3) year terms, such initial term appointments to be at the Mayor's discretion.

(Note: This is a new Section per By-Law change approved May 11, 1999. This changed number of elected Directors to 12, set up slates for Directors and added 3 Mayoral appointments to the Board).

Section 2.

Term of Office: Twelve (12) of the Directors shall be elected by the membership. Each of these Directors, shall serve for three (3) years, except at the initial meeting of the membership, the members shall elect three (3) Directors for one (1) year, three (3) Directors for two (2) years, and three (3) Directors for three (3) years.

The three (3) Directors appointed by the Mayor of the City of Pittsfield, shall serve for three (3) years, except at the initial appointment, one (1) shall serve for one (1) year, one (1) shall serve for two (2) years, and one (1) shall serve for three (3) years. The terms of these

appointed Directors will then run for three (3) years, the same as the other all other Directors.

Section 3.

Vacancy: In the event of a vacancy, the remaining Board members shall elect a new member to the Board to fill such vacancy within sixty (60) days. The replacement shall serve until the next Annual Meeting of the membership at which time a successor shall be elected by the members to fill the remainder of the unexpired term. Notice of vacancies on the elected Board shall be posted at the offices of the Corporation. Vacancies in the appointed positions shall be filled by the Mayor of the City of Pittsfield within thirty (30) days.

(Note: Section 2 and 3 changed per By-Law amendment approved May 11, 1999. This change staggered terms of all Directors and to amended rules for filling vacancies).

Section 4.

Board of Directors: The Board of Directors shall have the active management and supervision of the affairs of the Corporation and of the investment and reinvestment of its funds from whatever source derived (whether they be contributions, donations, current earnings, the income or increase thereof or otherwise), and shall have control over the appropriation and expenditure of said funds or any of them conformably to these By-Laws for such of the Corporation's purposes and in such proportions, whether from capital, income or otherwise, as the Board of Directors may from time to time determine. In the management and control of the property, business and affairs of the Corporation, the Board of Directors is hereby vested with all the powers possessed by the Corporation itself insofar as this delegation of authority is not

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inconsistent with the laws of the Commonwealth of Massachusetts, the Charter of the Corporation and these By-Laws, and in particular, the Board of Directors is vested with all authority to buy, sell, lease, mortgage, pledge or otherwise encumber or transfer any and all real estate of the Corporation, or to buy, sell, lease or otherwise acquire additional real estate, to borrow or raise monies for any of the purposes of the Corporation, and from time to time without limit as to the amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes; to lend to any person, firm or corporation any of its funds either with or without securities.

Section 5.

Regular Meetings: The Board of Directors shall meet at least eight (8) times per year, generally once every month. The Board shall normally meet at the principal office of the Corporation or at such other reasonable places within the area served or as may from time to time be fixed by resolution or specified in the notice of the meeting.

Section 6.

Special Meetings: Special Meetings may be held at any time upon the call of the President or upon written notice from three (3) Directors given or sent to the Clerk at least three (3) days prior to the proposed date of the meeting. Such notice shall specify the purpose of the proposed meeting.

Notice of a meeting need not be given of any regular meeting of the Board. Notice of the meeting need not be given to a Director if a written waiver of notice, executed by him or her before or after the meeting is filed with the records of the meeting, nor to any Director attending a meeting without protesting the lack of notice prior to or at the commencement of the meeting. If any meeting is not held or any action taken under Section 8, or any election is not legally held, the Board may correct, ratify or implement the omitted or illegal event at any subsequent meeting duly called.

Section 7.

Annual Meeting: Each year an Annual Meeting shall be held within ninety (90) days of the close of the fiscal year. The meeting may be held on one of the regular meeting dates provided under Section 8, and shall be held at a time and place to be designated by the Board of Directors. All members are to receive written notice of the Annual Meeting two (2) weeks in advance, together with an agenda of subjects to be considered at the meeting. (*Note: Amended Section 9 per By-Law change approved May 11, 1999 to set out time frame for holding annual meeting and to be consistent with Article III, Section 9).*

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Section 8.

Quorum: The presence of a majority of the Board of Directors acting at a meeting duly assembled, shall constitute a quorum for the transaction of business, and the act of the majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors. If less than a quorum shall be present, a majority of the Directors present may adjourn the meeting without further notice, from time to time until a quorum shall have been obtained. *(Note: Amended per By-Law change approved May 11, 1999 to change quorum from "five" to "a majority")*.

Section 9.

Expulsion: If any member of the Board of Directors shall fail to attend four (4) consecutive meetings of the Board of Directors, any Director may recommend to the full Board that such member be removed from the Board, and, if appropriate, following a hearing on the matter, shall act upon such recommendation at the next Regular or Special Meeting of the Board of Directors.

ARTICLE V OFFICERS

Section 1.

The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Clerk, a Treasurer, and such other Officers as the Board of Directors may desire. The Officers of the Corporation shall be elected annually by the Board of Directors.

Section 2.

So far as is permitted by law, any two or more offices may be filled by the same person. Subject to law, to the Articles of Organization and to other provisions of these By-Laws, each Officer shall hold office until the next Annual Meeting or Special Meeting in place thereof) of the members and until his successor is elected and qualified. Each Officer, subject to these By-Laws, has in addition to the duties and powers herein set forth, such duties and powers as the Board of Directors shall from time to time designate.

ARTICLE VI PRESIDENT AND VICE PRESIDENT

Section 1.

The President shall be the Chief Executive Officer of the Corporation. Except as otherwise voted by the Board of Directors, he or she shall preside at all meetings of the members and of the Board of Directors at which he or she is present. The President shall have custody of the Treasurer's bond, if any.

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Section 2.

Any Vice Presidents shall have such powers and such special titles as the Board of Directors shall from time to time designate.

ARTICLE VII CLERK

Section 1.

The Clerk shall keep the Agreement of Association, an attested copy of the Articles of Organization and Articles in Amendment of said agreement or of said articles and of these By-Laws, with a reference on the margin of these By-Laws to all amendments thereof, and a true record of all meetings of members in a book to be kept therefor, which book shall be kept at the principal office of the Corporation and shall be open at all reasonable times for the inspection by any member. In the absence of the Clerk, or the Assistant Clerk, if any, at any such meeting, a Temporary Clerk shall be chosen, who shall record the proceedings of such meeting in the aforesaid book. The Clerk, the Assistant Clerk, and such Temporary Clerk shall be sworn.

Section 2.

The Clerk shall also keep or cause to be kept the membership books of the Corporation, which shall contain a complete list of all members and their residences, at an office of the Corporation in the Commonwealth of Massachusetts for inspection by the members.

Section 3.

The Clerk shall also keep accurate minutes of all meetings of the Board of Directors and, in his absence from any such meeting, and in the absence of the Assistant Clerk, if any, a Temporary Clerk shall be sworn and shall record the proceedings of such meetings.

ARTICLE VIII TREASURER

Section 1.

The Treasurer shall, subject to the direction and under the supervision of the Board of Directors, have general charge of the financial concerns of the Corporation and the care and custody of the funds and valuable papers of the Corporation, except his own bond, if any, and shall have power to endorse for deposit or collection all notes, checks, drafts and other obligations for the payment of money payable to the Corporation or its order, and to accept drafts on behalf of the Corporation. If required by the Board of Directors, he or she shall give bond from the faithful performance of his duty in such form, in such sum, and with such sureties as the

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Board of Directors shall require. All checks shall be signed by such bonded persons as the Board of Directors shall designate. All checks over such dollar limit as set by the Board of Directors shall be signed by such persons and countersigned by the Treasurer, or in the Treasurer's absence, by a designee of the Board.

(Note: Amended per By-Law change approved May 11, 1999 to eliminate specific dollar amount for check signatures; also allows for counter-signatures by persons other than Treasurer).

ARTICLE IX TERM OF OFFICE

Section 1.

The Officers of the Corporation shall be elected annually by the Board of Directors at the first regular meeting of the Board of Directors following the Annual Meeting. The first regular meeting is normally held immediately following the Annual Meeting, but can be scheduled at a later date if deemed appropriate by the Board.

(Note: Amended per By-Law change approved May 11, 1999 to change time frame for election of officers).

Section 2.

Removal: The members of the Board of Directors may, for cause and by a majority vote, remove at any time any Officers or other persons elected or appointed by them or it respectively.

Section 3.

Resignation: Any Officer may resign in writing, such resignation to take effect from the time of its acceptance by the Board of Directors, unless some time be fixed in the resignation, and in that case, such resignation shall take effect from the time so designated therein.

Section 4.

Vacancies: Any vacancies in any office, however occasioned, may be filled by the Board of Directors for the unexpired portion of the term.

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ARTICLE X INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1.

The Corporation shall, to the extent legally permissible, indemnify each of its Directors and Officers (including persons who serve at its request as Directors, Officers or Trustees of another organization in which it has any interest as a shareholder, creditor or otherwise) against all liabilities and expenses, including counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding 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 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 in any proceedings not to have acted in good faith in the reasonable belief that his actions was in the best interest of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by 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 in the best interests of the Corporation, after notice that it involves such indemnification (a) by a disinterested majority of the Directors then in office, or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained 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 believe that his action was in the best interest of the Corporation. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or Officer may be entitled. As used in this paragraph, the terms "Director" and "Officer" include their respective heirs, executors and administrators, and an "interested" Director or Officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds are impending. Nothing contained in this section shall affect any right to indemnification to which corporate personnel other than Directors and Officers may be entitled by contract or otherwise by law.

ARTICLE X (A)

Section 1.

The staffing of the Corporation shall be such so as to provide the necessary capabilities in the areas of programming, production, broadcasting and business management. The Corporation shall rely, when possible, upon the staff of the City of Pittsfield to assist in its business endeavors whenever such assistance shall not construe a conflict of interest.

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ARTICLE XI EXECUTION OF PAPERS

Section 1.

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts except as approved and other obligations, made, accepted and endorsed by the Corporation shall be signed by the President or by the Treasurer.

ARTICLE XII FISCAL YEAR

Section 1.

The fiscal year of the Corporation shall begin on the first of July and end on the last day of June in each year. *(Note: This Section has been changed on two occasions; the most current change was intended to have the Corporation's fiscal year coincide with the City of Pittsfield's fiscal year; change approved May 18, 1998.)*

ARTICLE XIII NOMINATION AND ELECTION OF OFFICERS

Section 1.

The first order of business at the first Board of Directors meeting following the Annual Meeting, shall be the election of Officers, the first to be the Clerk. The outgoing President shall serve ex officio as the Temporary President for this election procedure. The newly elected Officers shall take office immediately following such election. All nominations shall have the consent of the nominee. The election shall be by ballot except that when there is but one (1) nominee for each office, the Temporary President may instruct the Clerk to cast one (1) ballot for every nominee. A majority vote of those qualified to vote shall constitute an election. *(Note: Amended per By-Law change approved May 11, 1999 to change time frame for election of officers).*

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ARTICLE XIV COMMITTEES

Section 1.

Committee of Directors: The Board of Directors may, by resolution adopted by a majority of the Directors, designate one or more committees. Any committee which is authorized by the Board, and delegated any management functions, must conform with the same requirements as the Board.

ARTICLE XV AMENDMENT AND REPEAL OF BY-LAWS

Section 1.

(Note: Original Section required 2/3 vote of membership to amend By-Law, but the provisions for amendments is contained in Article XX. This Section deleted per By-Law change approved November 12, 1992.)

ARTICLE XVI REPORTS

Section 1.

Board of Directors: The Board of Directors shall present to the members at each Annual Meeting a report upon the condition and affairs of the Corporation.

Section 2.

Officers of the Corporation: All officers shall render reports to the Board of Directors at such time and in such detail as the Board of Directors may require.

ARTICLE XVII AGREEMENT OF ASSOCIATION ARTICLES OF ORGANIZATION AND CORPORATE CHARTER

The provisions of the Agreement of Association, Articles of Organization and Corporate Charter, as they may from time to time exist, are a part of these By-Laws.

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ARTICLE XVIII LIABILITY OF MEMBERS

No member, Officer, or Directors of the Corporation shall be subject to any liability or assessment for the debts or obligations of the Corporation.

ARTICLE XIX SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

ARTICLE XX AMENDMENTS

These By-Laws may be amended, altered, added to or repealed at any regular or special meeting of the members by a majority vote of the members, provided that notice of the proposed amendment, addition, alteration or repeal is given in the notice of such meeting, and new By-Laws may be adopted.

ARTICLE XXI DISTRIBUTION OF NET EARNINGS OF THE CORPORATION

No part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to its members, Directors, Officers, or firms to which money has been lent, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2 of the Articles of Organization. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision (a) by a corporation except from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 10 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law).

ARTICLE XXII DISSOLUTION OF CORPORATION

Upon dissolution, all assets of the Corporation shall become the property of the City of Pittsfield.