

BYLAWS
OF THE
NORTH BRANFORD PUBLIC CABLE ACCESS GROUP, INC.

PREAMBLE

The North Branford Public Cable Access Group, Inc., hereinafter referred to as “NBPCAG”, is a non-stock, nonprofit corporation within the meaning of the Non-stock Corporation Act Connecticut General Statutes Section 33-419, et seq. NBPCAG shall have no stockholders. NBPCAG shall be organized and operated exclusively for managing and providing Public, Educational and Government (Hereinafter, "PEG") access community channels and studios to the residents of the North Branford community which are educational and community service purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the Regulations thereunder.

Notwithstanding any other provision of these By-laws to the contrary, NBPCAG shall have no power or authority to engage in any actions inconsistent with or in contravention of the terms of said Section 501(c)(3) and the Regulations thereunder. NBPCAG is incorporated in the State of Connecticut, with its principal office in the Town of North Branford, County of New Haven, State of Connecticut.

ARTICLE II – PURPOSES

Section 1. Education of Citizens

The educational purpose of NBPCAG is to provide all citizens of North Branford with basic information about their public, education, and government access television rights and resources; as well as information about opportunities for community use of electronic communications media.

Section 2. Enable Public Access Production and Cablecasting

The community service purpose of NBPCAG is to enable interested citizens to produce their ideas and interests as programs for cablecasting on “Public, Educational and Governmental Cable Access Channels” which serve the North Branford area as regulated by the State of Connecticut, Dept. of Public Utilities Control (DPUC).

Section 3. Other Purposes

NBPCAG is also authorized to do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes enumerated in these Bylaws or amendment thereof, including acting as a ‘designated Town Access Group’ or other public agent and to carry on any lawful pursuit necessary or incidental to such purposes, either alone or in association with other corporations, firms, or individuals, to the accomplishment of such purposes of NBPCAG.

The purposes and powers enumerated herein shall in no way be construed as a limitation of the powers granted to corporations by the laws of the State of Connecticut, except to the

BYLAWS OF THE NORTH BRANFORD PUBLIC CABLE ACCESS GROUP, INC.
Incorporating Proposed Revisions, April 1, 2006

extent that the use of such powers would conflict with the limitations set fourth in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and the Regulations promulgated thereunder.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility. Any person over the age of 18 who is a resident of the Town of North Branford or employee of the Town or it's Board of Education or employee of a charitable or civic organization located in North Branford or the designee of such, who subscribes to both the philosophy and purpose of NBPCAG shall be eligible for membership.

Section 2. Enrollment. To be a member in good standing eligible persons must complete an application for membership and pay dues as set by the Annual Meeting prior to it being reconvened. In addition to dues payment, members must behave in a manner consistent with the Policy and Procedures for NBPCAG as approved by the Board of Directors.

Section 3. Responsibilities. Members in good standing shall have one vote, in person, in the annual election of the Board of Directors and on such matters as are placed before the membership at the Annual Meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Eligibility. Resident Members in good standing and of legal age shall be eligible for nomination and election as established in Article VI.

Section 2. Number and Term of Office. The board shall consist of seven (7) members. Each Director shall serve a two (2) year term. Directors are eligible for election without limitation on terms. Terms shall be staggered to provide for Board continuity of service. An ex-officio member of the Board may be appointed at the Cable Franchisee's discretion.

Section 3.1. Responsibilities. The Board shall have the general management and control of the property, business and affairs of NBPCAG and may execute all the powers that may be exercised by NBPCAG under the laws of the State of Connecticut, its Certificate of Incorporation and these Bylaws.

Section 3.2. The Board shall appoint committees as needed to attain goals or further the purposes of NBPCAG. Committees shall be subject to the Board and shall not have authority to act in place of the Board. Committees shall include member services in lieu of staff: To accomplish the operational tasks of P.E.G. public access channel management including but not limited to program scheduling, equipment release and maintenance, message board maintenance and cablecasting. To maintain the member organization including but not limited to planning, development, outreach and training.

Section 4. Indemnity. NBPCAG shall indemnify any member who undertakes any non-ultra vires act on NBPCAG's behalf.

BYLAWS OF THE NORTH BRANFORD PUBLIC CABLE ACCESS GROUP, INC.
Incorporating Proposed Revisions, April 1, 2006

ARTICLE V – OFFICERS

Section 1. Election and Terms of Office. Officers must be Directors. Officers shall be elected for one (1) year terms at a Special Meeting of the outgoing and incoming Board convened after the Annual Meeting. Officers can be elected for successive terms. Vacancy is filled by a majority vote of the standing Board for the balance of the vacant term.

Section 2. Officers. The Officers shall consist of the following: Chairperson, Vice-Chairperson, Secretary and Treasurer. The office of Secretary and Treasurer may be combined at the discretion of the Board. Duties and responsibilities are as customary as well as those enumerated by the Bylaws.

2.1. Chairperson. This is the chief executive office of the corporation. The chairperson shall preside over all meetings and be the corporation spokesperson.

2.2. Vice-Chairperson. This officer shall, in the absence of the Chairperson, carry out the duties of the Chairperson or oversee any duties requested by the Chairperson or the Board.

2.3. Secretary. This officer shall keep the minutes of all meetings and maintain current corporate records for NBPCAG.

2.4. Treasurer. This officer shall be the custodian of all monies due NBPCAG and maintain the financial and membership records of the corporation.

ARTICLE VI – MEETINGS

Section 1. Ordinary Business. The ordinary business of NBPCAG shall be conducted regularly by the Board, at least six (6) times a year, in locations accessible to interested members or citizens of North Branford. At least four (4) Directors must be present to conduct business. Four (4) directors must vote in agreement to authorize any action in the name of NBPCAG.

Section 2. Special Business. Special meetings may be called by any Officer, any three (3) Board members, or not less than one third (1/3) of the Members in good standing to transact urgent business. Notice of date, place and time must be made to the Board or Membership as appropriate not less than 48 hours before the hour of the meeting.

Section 3. Annual Meeting and Election of Directors. The Annual Meeting shall be held in May of each year to report to the Membership the events of the year and to conduct the business of the membership including the election of Directors for expiring terms of office. The Board of Directors may designate a nominating committee of members to present a slate of officers. Nominations, including self nominations, will remain open until the closing of nominations is called prior to the presentation of same.

BYLAWS OF THE NORTH BRANFORD PUBLIC CABLE ACCESS GROUP, INC.
Incorporating Proposed Revisions, April 1, 2006

3.1 Presentation as a Slate. If the number of nominations is equal to the number of vacancies, the slate will be presented as a whole. If the slate is not voted as a whole by a majority of those in attendance, the vote will continue by nominee as conducted in Section 3.2. Each nominee receiving a majority of the vote will be elected.

3.2 Nominations exceed Vacancies. If the number of nominations exceeds the number of vacancies, the vote will be called alphabetically by nominee. Each member in good standing, and is in attendance, is eligible to vote. The nominees with the most votes will be elected.

3.3 Vacancy after Election. If the Annual Meeting does not successfully complete the duties of the Election of Directors, the Annual Meeting shall be reconvened in June for this purpose. Thereafter, vacancies become the responsibility of the standing Board.

Section 4. Action by Consent. Any action required or permitted to be taken at any meeting may be taken without such a meeting provided all Board Members are party to the action of consent and five (5) members agree to the action; and it is duly recorded as an Action by Consent in the records of the next meeting.

ARTICLE VII – ADMINISTRATION

Section 1. Fiscal Year. The Fiscal Year of NBPCAG shall begin the first day of June and end on the last day of May each year.

Section 2. Contracts. The Board may authorize any officer or officers, agent or agents of NBPCAG to enter into any contract or execute and deliver any instrument on behalf of NBPCAG. Contracts are to include acquisitions of leased property, equipment and/ or personnel as needed to attain or further the purposes of NBPCAG. Authorization for amounts in excess of \$250 shall require approval in advance by the Board, in meeting or, in case of emergency, by assent via telephone and/or e-mail, provided that a majority of the members of the Board are in agreement and that a good-faith attempt has been made to inform all Board Members..

Section 3. Compensation. Board members shall receive no financial or in-kind compensation for the administration of their duties. Compensation for technical services can be made at the discretion of the Board. Known and/or authorized expenses are reimbursable upon presentation of expense documentation to the Treasurer.

Section 4. Staff. The activities of NBPCAG will be staffed as deemed necessary by the Board, with volunteers from among the membership. If any person is employed by NBPCAG, they shall serve as an ex-officio member without a vote on the Board.

Section 5. Dissolution. In the event of dissolution by action of the two-thirds vote of the membership in attendance at a meeting for such purpose, the assets of NBPCAG, reduced by the amounts of any liabilities owed, shall be distributed by the Board to

BYLAWS OF THE NORTH BRANFORD PUBLIC CABLE ACCESS GROUP, INC.
Incorporating Proposed Revisions, April 1, 2006

- A) A successor organization formed for the same purpose and goals as this organization
Or
B) If no successor organization is assigned such responsibility, to another nonprofit organization within the franchise area selected by the Department of Public Utility Control. Ref: Connecticut General Statutes P.A. 95-150 Section 2 Section 16-331A (1)

Section 6. Amendment. These Bylaws may be amended by agreement of six (6) members of the Board, or a unanimous vote of all Board members present if less than six (6), if the amendments were distributed with the agenda of the meeting and a quorum of officers is present. Unless otherwise provided for prior to its adoption, an amendment shall become effective upon the adjournment of the meeting at which it is adopted.

Except as otherwise provided by law, the By-laws may be amended, altered, added to, or repealed in whole or in part by a two-thirds (2/3) majority vote of the membership in attendance at any regular or special meeting. The membership shall be informed of any proposed revision to these Bylaws, either at a monthly meeting held at least one month prior to the voting and/or by mail or e-mail notification within the same period..