



Community Television For The Southern Berkshires

BY-LAWS

Full By-Laws approval by members – May 7, 2019

Article1: Name, Powers, Purpose and Related Matters

1.1 Name

CTSB Corporation (herein referred to as "CTSB") serves the five (5) towns of Great Barrington, Lee, Lenox, Sheffield, and Stockbridge, Massachusetts (hereinafter referred to as the "Five Towns"). The location of its principal office, 40 Limestone Road, Lee, MA 01238 and its purpose shall be as set forth in the Articles of Organization and these By-laws, and 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.

1.2 Powers

The powers of CTSB and of its Directors, Officers, committees and members, and all matters concerning the conduct and regulation of the affairs of CTSB and the manner in which the Officers and agents pursue its purpose shall be governed by such provisions in regard thereto, if any, as are set forth in the Articles of Organization and these By-laws.

1.3 Purpose

Mission Statement: CTSB is a 501 (c)(3) membership organization, serving the Five Towns, formed to facilitate, encourage and promote community involvement in the production of locally-originated, non-commercial television and other media. The program content may be informative, educational or entertaining.

Article 2: Membership

2.1 Eligibility

All Five Towns' residents, cable subscribers, educational, governmental, health care, arts, religious, business and neighborhood organizations or other entities which are based in or serve the Five Towns shall be eligible for membership.

2.2 Classes of Membership

2.2.1 Individual: Persons from the community whether within or outside the Five Town service area wishing to participate by using facilities and equipment, taking training workshops, voting at Annual and Special Meetings of Members, becoming a Board member and obtaining other such privileges, must become individual members of CTSB. Voting members must abide by provisions set forth in section 2.3 of these By-laws.

2.2.2 Organizational: Organizations which serve the Five Towns, as set forth in section 2.1 of these By-laws, may participate in CTSB by using facilities and equipment, taking training workshops, and obtaining other such privileges. Such organizations must become Organizational Members of CTSB. Interested participants (up to nine 9) from represented organizations must be listed on the application form. One designated person from the organization will be allocated one vote representing the organization

per the requirements of 2.3. Other organization member(s) wishing to become individual members must abide by 2.2.1.

2.2.2.1 Non-profit Organizations: These organizations are encouraged to become members of CTSB. They must abide by the provisions set forth in sections 2.3.1 and 2.3.2 of these By-laws. In addition, once membership is obtained, they must utilize the facilities in a non-commercial manner consistent with these By-laws, the Articles of Organization, and any operating rules and procedures set forth by the Board of Directors.

2.2.2.2 For-profit Organizations: These organizations are also encouraged to become members of CTSB. They must abide by the provisions set forth in sections 2.3.1 and 2.3.2 of these By-laws. In addition, once membership is obtained, they must utilize the facilities in a non-commercial manner consistent with these By-laws, the Articles of Organization, and any operating rules and procedures set forth by the Board of Directors.

2.2.3 Student – non-voting

2.3 Qualification for voting membership

Voting membership in CTSB is open to individuals residing in the Five Towns and others who have demonstrated their interest in the affairs of CTSB by:

2.3.1 Completing and returning to CTSB a Membership Enrollment Form;
and

2.3.2 Paying the prescribed membership dues as established by the Board of Directors; and

2.3.3 Having been members of CTSB for at least thirty (30) days prior to any meeting of the members.

2.4 Other Memberships

The Board of Directors may establish honorary memberships to recognize those who have made special contributions, financial or otherwise, to the work of CTSB. Honorary members will be granted the same privileges as voting members.

2.4.1 Emeritus Board Member is the title used for select retired BOD members. Such position is non-voting and life time.

2.5 Annual Meeting of Members

The Annual Meeting of Members shall be held within the Five Towns in the month of May of each year for the purpose of electing Directors whose term of office is expiring and transacting such business as may properly come before the meeting. CTSB's Board of Directors shall

determine the time and place of the Annual Meeting. Members shall be notified of each meeting as provided in section 2.7 herein.

2.6 Special Meeting of Members

Special Meetings of Members shall be called by the President upon request of the Board of Directors or upon written request therefore submitted to CTSB by not less than one-tenth (1/10) of all members entitled to vote at such meeting.

2.7 Notice of Meetings

A written notice of every BOD, Annual or Special Meeting of CTSB, stating the place, date, hour, and purpose shall be given not less than ten (10) nor more than thirty (30) days before the date of the meeting to each Member entitled to vote at such meeting. Meeting notice will be sent to his or her address (email or mailing) as it appears upon the records of CTSB. Such notice shall also be posted on the station bulletin board.

2.8 Quorum of Members

Twenty percent (20%) of the Members entitled to vote, present in person or by proxy, shall constitute a quorum at any annual or Special Meeting of Members. If a quorum shall fail to occur, a majority of those present may adjourn the meeting.

2.9 Meetings of Members Open to the Public

All meetings of the Members of CTSB shall be open in their entirety to the public.

2.10 Procedure for Voting

Voting members shall be entitled to vote on all matters submitted for approval at membership meetings including for the election of the Board of Directors as provided in section 3.3 herein. Those eligible to vote at a scheduled meeting may vote in person or by written proxy dated not more than one month or less than 2 days before the date of the meeting at which the proxy is to be cast. A copy of each written proxy shall be filed with the Secretary of CTSB before being voted. Except as otherwise limited thereon, the proxy shall entitle the person(s) named therein to vote at such meeting representing the desire of the person submitting the proxy. A proxy purporting to be executed by or on behalf of a voting Member shall be deemed valid unless challenged by majority vote at or prior to its exercise.

2.10.1 Electronic voting is an approved alternative to Board or membership in-person voting when the President determines in-person voting is not practical (for example: weather, need for urgent action, difficulty convening a quorum).

2.11 Dues

The Board of Directors shall establish, and may amend a schedule of annual dues.

Article 3: Board of Directors

3.1 Powers

The Board of Directors shall have and may exercise all the powers of CTSB.

3.2 Tenure and Qualifications of Directors

The governing body of CTSB shall be a Board of Directors consisting of no more than Thirty (30) members, comprised of no more than five (5) members residing in each of the five (5) towns and up to five (5) At Large positions as per 3.5. The Directors will be elected in accordance with the provisions of Section 3.3 of these By-laws. All Directors must meet the qualifications for Voting Membership. Each Director shall hold office until his or her term expires and a successor is elected or appointed unless removed prior thereto in accordance with these by-laws.

3.3 Nominations and Election Process of Directors

Director term will be 3 years in duration. Directors shall be selected in the following manner: no later than sixty (60) days prior to the annual meeting of CTSB in May every year, the President shall appoint a Nominating Committee of the Board of Directors which shall request from all voting members of CTSB a list of suggested nominees. Such nominees shall be considered to be broadly representative of the community interest as defined in Section 2.1 of these By-laws. The Nominating Committee shall be charged with the responsibility of compiling a slate of candidates from those submissions.

Additionally, any voting member can nominate another voting member to the Board, in writing to the Board or by attending a Board meeting. The Board will move to accept the nomination; upon acceptance the nominee will be notified and asked to submit a biographic summary about him/her self to the Board, preferably in person. Voting for directors will be per majority vote of members present. The Board will then render a decision and notify the nominee. In all cases nominees have to be in accordance with Article 2.3.

3.4 Absenteeism, Removal of Directors and Vacancies

Any Director who fails to attend a regular Board meeting shall receive written notification of the business conducted. Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without significant excuse may be removed from the Board at a regular or special meeting of the Board.

Any Director proposed to be removed, for whatever reason, shall be entitled to at least ten (10) days notice in writing by mail of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before, and be heard by the Board of Directors at such meeting prior to such vote for removal.

Upon resignation of an Officer, the Board President may select a replacement Officer to be confirmed by the Board and to complete the term of the resigning Officer. Board Officers are elected for full terms at the Annual Meeting. Any vacancy on the Board shall be filled by a majority vote of the remaining Directors. Such a replacement Director shall serve until the next Annual Meeting of Members at which time a person shall be elected to serve only until the end of the unexpired term of the person whose absence caused the vacancy to exist in accordance with Article 3.3.

3.5 Five at Large Board of Directors Members

Any current member of the Board may offer a candidate for Board approval to serve in any of five At Large Board of Directors positions on the Board of Directors of CTSB. The Board may decide to accept or reject the new Board member by a majority vote. Any Board member so elected shall have all the rights of any other Board Member.

3.6 Disqualification

No member of CTSB's staff or applicant for a position with CTSB shall serve as a member of the Board of Directors. No close relative of CTSB'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 CTSB. No Officer, director, employee or stockholder of the entity that holds the Cable Television License for the Five Towns may serve as a member of the Board of Directors. No current member of any town-appointed committee that advises the Five Towns on matters of cable television service, contract matters, or other such matters may serve as a member of the Board of Directors.

3.7 Schedule of Meetings

The Board of Directors shall hold regular meetings during each fiscal year. The Board of Directors may hold special meetings whenever requested by the Board President or upon written request submitted to CTSB by not less than one tenth (1/10) of all members entitled to vote.

3.8 Meetings Open to the Members

All meetings of the Board of Directors shall be open to the members unless the Board, in its discretion shall determine to close the meeting for one of the reasons specified in Chapter 39, Section 23A and 23B of the General Laws of the Commonwealth of Massachusetts that governs when certain governmental agencies may hold closed meetings and is adopted for purposes of this section only by CTSB as a guideline for the conduct of meetings of the Board of Directors. Whenever the Board of Directors determines to hold a closed meeting, it shall publicly specify the reasons for closing the meeting.

3.9 Quorum of Directors

At least 50% of Directors then in office representing a majority of the Five Towns and including At Large Directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting.

3.10 Action of the Board of Directors

The action/act of a majority of the Directors present at a meeting, at which a quorum is present, shall be the action/act of the Board of Directors, unless the action/act of a greater number is required by law, CTSB's Articles of Organization or these By-Laws.

3.11 Compensation of Directors

Directors shall not be compensated for their services as Directors. Directors may be reimbursed for reasonable and necessary expenses incurred in the performance of such services. Nothing

herein shall preclude any Director from serving CTSB in any other capacity and receiving compensation therefore. The terms and circumstances of any such compensation must be fully disclosed in writing to the Board of Directors and must be approved by an affirmative two-thirds (2/3) vote of the Board of Directors prior to the execution of such services.

Article 4: Officers

4.1 General

The Officers of CTSB shall consist of a President, Vice President, Secretary, Treasurer, and such other Officers as the Board of Directors may deem desirable. The Board of Directors shall elect all Officers from the Board of Directors. No person shall hold more than one office at any one time. Each Officer of CTSB shall be elected annually at the annual meeting and shall hold office until they resign or the next annual meeting of CTSB, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

The Board of Directors may remove from office any Officer by a vote of two-thirds of its entire number then in office. A vacancy in any office may be filled by vote of the Board of Directors. Officers shall not be compensated for their services as Officers of CTSB.

4.2 President

The President shall be the chief executive Officer of the Corporation. The President shall preside at all meetings of the Corporation and of the Board of Directors at which he or she is present. The President shall appoint all standing, permanent and special committees except the Executive Committee, and shall be a member ex officio of all such committees and of the Executive Committee. All contracts, promissory notes and other obligations, excepting bank checks executed on behalf of the Corporation, shall be signed by the President or the Secretary, unless the Board shall have specifically authorized and empowered other Officers to execute such instruments. If the President is incapacitated and unable to serve, the Board shall appoint the Vice President, another Officer, or Director as Acting President with the authority to perform the stated functions of the President.

4.3 Secretary

The Secretary or his/her appointed representative shall issue notices of all meetings of the Membership and the Board of Directors; and shall also be responsible for general correspondence of the Board and in general performing duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors; and shall keep records and files of the Corporation and the minutes of each meeting of the Corporation and the Board of Directors; and shall always maintain a current list of membership of the Corporation. Upon election of a member to the Board of Directors, the Secretary shall notify such member by written communication via mail or electronic message of their election, and shall supply such member with a copy of the By-laws and other appropriate Director information. The Secretary shall execute, together with the President, or attest as Secretary, all contracts, promissory notes and other obligations, excepting bank checks, executed on behalf of the Corporation.

4.4 Treasurer

The Treasurer shall be responsible for the custody of the corporate funds; keeping full and accurate accounts of receipts and disbursements to CTSB; depositing all receipts in the name of CTSB, in such depositories as may be designated by the Board of Directors; and shall furnish a monthly financial summary and an annual independently reviewed statement of all receipts and disbursements of CTSB to the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond.

4.5 Vice-President

The Vice-president shall perform such duties as the President or Board of Directors shall assign to him/her and in the absence of the President, shall perform the functions and duties of the President and preside at the meetings of the Board of Directors of the Corporation, or meetings of the membership.

Article 5: Committees

5.1 Standing Committees

The Standing Committees of the Board of Directors shall be as follows:

- 5.1.1 Executive
- 5.1.2 Finance
- 5.1.3 Marketing & PR
- 5.1.4 Scholarship

5.1.1 Executive Committee

The Executive Committee is automatically established as a result of the election of Officers at the Annual meeting. This committee will be made up of the four duly elected Officers, The President, Vice President, Treasurer, and Secretary with the President serving as Chairperson of the Executive Committee. This committee may also include up to 5 additional Board Members. The Executive Committee shall be responsible for presenting an annual budget and for long-range planning; shall possess and exercise all of the powers of the Board in the management and direction of the affairs of the Corporation as may be necessary in intervals between meetings of the Board of Directors; and shall have such other duties and responsibilities as shall be assigned to it from time to time by the Board of Directors; and will act as a preliminary board of Investigation in special matters. The Executive Committee shall in no event be empowered to amend the rules and regulations enacted by the Board. At each meeting of the Board of Directors, the Executive Committee shall make a report of all its acts and transactions since the last meeting of the Board, and the Board may adopt, revoke or amend any action or transaction of the Executive Committee, provided, however, that no rights of third parties acquired through the acts of the Executive Committee shall be prejudiced by the revocation or amendment thereof.

A majority of the Executive Committee shall constitute a quorum at any Executive Committee Meeting, but the affirmative vote of a majority of the whole Committee shall be necessary for the passage of any resolution. The Executive Committee may act by resolution of a majority of the whole Committee, although not formally convened. A meeting of the Committee shall be called by the Executive Committee Chairperson or any two members of the Committee.

5.1.2 Finance Committee

The Finance committee shall review the annual financial statements, approve annual financial evaluation reports; and recommend to the Board the selection of, and fees to be paid to the independent certified public accountant for CTSB. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether CTSB 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 CTSB's internal accounting controls. Report is to include its findings as to whether or not any errors, omissions, criticism or recommendations contained in the management letter of the independent certified public accountant, if one accompanies the annual audit, have been properly dealt with. The Finance Committee in cooperation with the Executive Committee shall develop and recommend to the Board the annual budget, and shall regularly monitor CTSB's expenses and income.

5.1.3 Marketing and PR

This committee is responsible for raising awareness of CTSB, resulting in greater number of people tuning in. Openness will facilitate attracting Board Members.

5.1.4 Scholarship Committee

This committee will develop a process for selecting and awarding scholarships to deserving high school students who apply and who meet the selection criteria.

5.2 Appointment and Duties of the Standing Committees

Committee chairpersons shall be appointed by the President. The President in conjunction with chairpersons shall establish a schedule of committee meetings. The members of each committee shall be appointed by the President, after consultation with the Chairperson of such committee. Attention shall be given to committee assignments to reflect the diversity of interests and neighborhoods in the five towns. Committees shall develop relevant policy recommendations for Board consideration and action. Chairpersons of committees are responsible for keeping minutes of their meetings and furnishing reports at the Board of Directors and annual meetings, or as may otherwise be requested.

5.3 Other Committees

The Board of Directors or the President may create such other committees and delegate such responsibilities to those committees as shall be considered desirable and permissible from time to time.

5.3.1 Fund Raising/Grant Writing

As revenue from our cable provider is reduced, this committee's work will be important to save the life of CTSB.

5.3.2 21st Century Education

This committee will be responsible for studying and evaluating the use of CTSB's Fiber-optic link to high schools as a means of delivering distance learning and the subsequent reduction on education costs to the district.

5.3.3 Station Manager Search

Leo Mahoney retires in December 2019. This committee is responsible for organizing and conducting a New-Manager Search. This committee will become active in January 2019.

Article 6: Station Manager and Staff

The Board of Directors shall authorize such staff positions as may be necessary or appropriate to conduct the business of CTSB. The Board of Directors shall appoint and set compensation for a Station Manager who shall hold office per employment agreement with said Board of Directors. The Station Manager will be evaluated annually by the President of the Board, prior to the end of the calendar year.

The duties of the Station Manager shall be: to manage the day-to-day operations of CTSB; carry out policies and programs established by the BOD; serve as consultant to the BOD, and all committees of the BOD; employ, direct, supervise or terminate services of other staff members; develop an annual work plan; prepare an annual report for the BOD; perform annual employee evaluations prior to the end of the calendar year, and to perform such other duties and accept such other responsibilities as are prescribed by the BOD.

Article 7: Reports

CTSB shall issue an Annual Report that shall be distributed to Members at least ten (10) days in advance of the Annual Meeting. The Annual Report shall include, among other things, information as to: revenues and expenditures during the preceding year, and a comparison of those amounts to the amounts previously budgeted; the number of people trained in the use of CTSB's equipment; the nature and amount of programming produced by CTSB; the nature and amount of programming produced in cooperation or in conjunction with CTSB; the number of persons and/or organizations utilizing the community access programming facilities; actions taken to encourage broad utilization of the community access programming facilities; actions taken to coordinate CTSB's programs and activities with those of other public and private organizations involved in the production of community-based programming for the Five Towns' cable television system; complaints received about access operations, and actions taken by CTSB to resolve such complaints; grants awarded by CTSB for programming; the work of each committee of the Board of Directors.

Article 8: Miscellaneous Provisions

8.1 Fiscal Year

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of CTSB shall be the twelve (12) months beginning January 1 of any given year.

8.2 Annual Financial Evaluation

The account books of CTSB shall be evaluated annually by an independent certified public accountant retained by the Board of Directors, and the report of such accountant shall be filed with the records of CTSB. A summary of this report shall be made available to Members of CTSB and formally presented at the annual meeting.

8.3 Execution of Corporate Instruments

Mortgages, bonds, notes, checks, other evidence of indebtedness and such other instruments as CTSB may issue in conduct of its business shall carry the signature of the President or the Secretary, unless the Board shall have specifically authorized and empowered other Officers to execute such instruments. No loans shall be contracted on behalf of CTSB and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

8.4 Amendments

Any part of these By-Laws may be altered, amended or repealed from time to time by a simple majority vote of the Board of Directors present at a regular or special meeting of the Board duly called for that purpose, provided that notice of the 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 ten (10) days before such meeting. The By-Laws will be voted on by the membership of CTSB at the Annual Meeting or a Special Meeting called therefore. Such a vote will be by a simple majority of those attending such meeting.

8.5 Conflict of Interest

No Director or Officer of CTSB may participate in the evaluation, review, or approval of any application for a grant or any other matter in which he or she has a direct personal interest.

All grants and other transactions shall be conducted at arm's length and shall not violate the proscriptions of the Articles of Organization, these By-Laws, or any other applicable prohibition against CTSB's use or application of its funds for private benefit. No such loan or transaction shall be entered into if it would result in denial of or loss of tax-exempt status Under Section 501 (c), 503, or 504 of the internal Revenue Code and its regulations as they now exist or as they may be hereafter amended.

8.6 Seal

The Board of Directors shall approve and adopt a corporate seal, which shall be circular in form and shall have inscribed thereon the name of CTSB and the state of incorporation and the words "Corporate Seal". The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

8.7 Non-Discrimination

Selection of the Board of Directors, Board Officers of CTSB, members, volunteers and staff shall not be based on race, color, religion, age, national origin, gender, or sexual preference.

8.8 Dissolution

CTSB shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall inure, or be distributed, to the Members of CTSB. On dissolution of CTSB, any funds, equipment or property remaining whether it be real or not shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations within the Five Towns and selected by the Board of Directors as defined in IRS Section 501 (c) (3).

Article 9: Serving Additional Municipalities

9.1 Agreements

CTSB may enter into agreement with other municipalities or cable television licensees to provide cable television access services. Such agreements shall provide necessary resources to CTSB to service the particular municipality in question. The Board of Directors must approve such agreements.

9.2 Capital Facilities Payments

Additional municipalities must negotiate for and provide CTSB with an amount of capital facilities payments equal to or greater than the amount negotiated through the most recent existing contract with the Five Towns. The amount shall be calculated based upon a per-subscriber ratio, taking into account the subscriber base that existed in the Five Towns at the time said contract was signed, and compared to the number of subscribers in the additional municipality one year after the signing of the new contract. The amount in its entirety shall belong to CTSB, and be used exclusively for the purchase of equipment and improvement of facilities.

9.3 Annual Operating Funds

Additional municipalities must negotiate for and provide CTSB with an amount of annual operating funds equal to or greater than the amount negotiated through the most recent existing contract with the Five Towns. The amount shall represent an equal percentage of the Licensee's gross annual income in the additional municipality, and be payable at or around the same time as the amounts from the Five Towns. Any other amounts, such as matching operating funds or bonuses, shall be provided and be equivalent to those from the Five Towns. These funds in their entireties shall belong to CTSB, and be used for normal operating expenses of the corporation.

9.4 Representation

Additional municipalities shall have representation on the CTSB Board of Directors that is equal to representation from the Five Towns. These By-laws shall be amended to reflect the change and add the appropriate number of Directors.

9.5 Sharing of Facilities and Air Time

CTSB facilities and airtime on the access channels shall be shared equally among the Five Towns and any additional municipalities, which agree to the conditions of this article. CTSB shall be responsible for the scheduling of programming; access channel time; equipment and facilities on a non-discriminatory, first-come, first-served basis.

9.6 Additional Municipalities

Upon CTSB signing a contract with an additional municipality, these By-laws shall be amended by the membership to reflect the addition of the municipality to CTSB Corporation.

9.7 Override of this Article or Sections Thereof

This article, or individual sections thereof, may be overridden or amended by the Board of Directors by a two-thirds (2/3) vote at any regular meeting of the Board in any specific instance when such changes may facilitate the inclusion of a municipality and/or be beneficial to CTSB.

Article 10: Indemnification

To the fullest extent permitted by Chapter 180, Section 3 of the Massachusetts General Law as it exists or may be amended, each Officer and the Station Manager of CTSB shall be indemnified by CTSB against any and all claims and liabilities to which he or she becomes subject by reason of his or her being or having been an Officer or Director, whether he or she continues to be a Director or an Officer at the time of the adjudication of such claim or liability.

CTSB shall also indemnify such Manager or Officer for any and all legal and other expenses reasonably incurred by him or her in connection with any actual or threatened action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been such a Director or an Officer at the time of incurring such expenses.

No Director or Officer shall be indemnified against any action, claim, suit or proceeding in which he or she shall be finally adjudged liable by reason of his or her own negligence or willful misconduct; and no such Director or Officer shall be indemnified against the cost of any compromise or settlement of any such alleged claim or liability, unless said compromise or settlement shall be approved in advance by the Board of Directors.