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ARTICLE I NAME, PURPOSES, POWERS AND RELATED MATTERS

The name of this non-profit corporation shall be Montague Community Cable, Inc (hereinafter in these By-Laws referred to as "MCCI"), its purposes 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.

The powers of MCCI and of its Directors, Officers, committees and Members, and all matters concerning the conduct and regulation of the affairs of MCCI, and the Officers and agents by whom its purposes may be accomplished, shall be governed by such provisions in regard thereto, if any, as are set forth in the Articles of Organization and these By-Laws.

All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization as from time to time amended.

ARTICLE II THE ORGANIZATION

Section 1. Eligibility

All persons who subscribe to the purposes of MCCI and which support MCCI by participation or contribution of money, service or equipment shall be eligible for Membership. The Board of Directors shall seek to encourage Membership of persons who represent the various sectors of the community, including, but not limited to, the educational, governmental, health care, arts, religious, non-profit and business sectors as well as every neighborhood in the town, so that the Members, as a group, shall be broadly representative of the community interest.

Section 2. Members

Any person who resides in the broadcast area served by MCTV may be admitted to Membership. Attendance at two or more consecutive meetings of MCCI, or work on a production for MCTV, qualifies an individual for Membership. Members shall have a right to notice of and attendance at meetings of the MCCI board.

Section 3. Directors

Elected candidates to the Board of Directors are required to be Members prior to their election. Directors shall continue in office until the expiration of the term for which they are elected, or until their successor shall have been appointed or elected and qualified, or until their death, resignation or removal. Within the board of Directors there shall be three Officers: President, Clerk, and Treasurer, each elected at the MCCI Annual Meeting.

Section 4. Annual Meeting

The Annual Meeting of MCCI shall be held at the principal office of MCCI in Turners Falls, or at such other place within the Town of Montague as designated in the notice of the Annual Meeting, on the third Wednesday in April. If such Annual Meeting is omitted on the day herein provided for, a Special Meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the Annual Meeting.

Section 5. Regular Meetings

Regular meetings of MCCI shall occur on a monthly basis on the third Wednesday of each calendar month.

Section 6. Special Meetings

A Special Meeting of MCCI may be called, at any time, by the President of MCCI, the Board of Directors, or by receipt of the Clerk of MCCI a written request by ten (10) Members. Special Meetings shall be convened not less than ten (10) days nor more than forty-five (45) days after being called.

Section 7. Place of Meetings

All meetings of MCCI shall be held at the principal office of MCCI in Turners Falls, or at such other place within the Town of Montague as may be fixed for Annual Meetings or as may be stated in the call for a Special Meeting.

Section 8. Notice of Meetings

A written notice of every annual or any Special Meeting of MCCI, stating the place, date, hour and purpose thereof, shall be mailed by the Clerk, or by the person calling the meeting, at least ten (10) days before the meeting to each Director or Member at his or her address as it appears upon the records of MCCI. Notice of Annual Meetings shall also be placed in at least one (1) local newspaper at least ten (10) days before the meeting stating the place, date, hour and purpose thereof.

Section 9. Quorum

At any meeting of MCCI, a simple majority of the Board of Directors, present in person, shall constitute a quorum.

Section 10. Resignations

Directors of MCCI may resign at any time. Said resignations shall be effective upon the filing of a written notice of resignation with the Clerk, except in the case of an Officer of the Board of Directors, who shall hold office until his or her successor is elected or appointed unless removed prior thereto in accordance with law and these By-Laws.

Section 11. Compensation

No Director shall receive any compensation for his or her services as a Member of MCCI. However, Members shall not be precluded from receiving compensation for services rendered to MCCI in other capacities, provided that a formal agreement between the Member and MCCI is approved by the Board of Directors or its designee, prior to the provision of the service and a full disclosure of the nature of the service and terms of compensation is made to the Directors and filed with the Clerk. No Director shall vote on any matter for which he or she is engaged to render service in an independent capacity.

Section 12. Non-Discrimination

If, after reviewing such Director's written and/or oral testimony, a majority of the Directors in attendance at such meeting finds that there was a justifiable excuse for such absences, then the removal order shall be revoked and Director shall continue to serve on the Board; if, however, a majority of the Directors in attendance at such meeting finds that there was not a justifiable excuse for such absences, then notwithstanding, any language in Article III Section 2 or any other language in these By-Laws to the contrary, the Director shall be removed forthwith and the vacancy so created shall be filled in accordance with Article III Section 5 of these By-Laws.

Section 5. Vacancies

In the event of any vacancy on the Board of Directors, the remaining Directors may exercise the powers of the full Board until successors are elected or appointed.

Any vacancy on the Board of Directors occurring between Annual Meetings, may be filled by any Member by vote of the remaining Directors, provided that a Director so elected shall serve only until the end of the unexpired term of the person whose absence caused the vacancy to exist.

Vacancies can be tolerated on the board, but there shall be no less than five members at any one time.

Section 6. Disqualification

No Member of MCTV's staff shall serve as a Member of the Board of Directors. No close relative of MCTV'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 MCTV. No employee nor close relative of an employee of the cable licensee or its affiliates may serve as a Member of the Board of Directors nor shall any Director or close relative become an employee of the Licensee or its affiliates.

Section 7. Financial Interest of Director, Relative or Associates; Disclosure

Except as permitted by this Section, any Director who participates as a Director in a particular matter in which to his or her knowledge, he or she, his or her immediate family or partner, a business organization in which he or she is serving as Officer, Director, partner or employee, or any person or organization with whom he or she is negotiating or has any arrangement concerning prospective employment, has a financial interest, shall, after a hearing, be removed as a Director.

It shall not be a violation of this Section: (a) if the Director first advises the Board of Directors of the nature and circumstances of the particular matter and makes full disclosure of such financial interest, and receives in advance a written determination made by the Board of Directors that the interest is not so substantial as to be deemed likely to affect the integrity of the services which the Board of Directors may expect from the Director; or (b) if after such disclosure, the Board of Directors votes that the financial interest is exempted from the requirements of clause (a) hereof as being too remote or too inconsequential to affect the integrity of the Director's services.

Section 8. Compensation

Directors shall receive no compensation for their services to MCCI as such; provided, however, that any Director may, if authorized by the Board of Directors, be reimbursed for necessary expenses, including travel expenses reasonably incurred by that Director in the performance of his or her duties as a Director.

ARTICLE IV

OFFICERS

Section 1. Officers

The Officers of MCCI shall include a President, a Treasurer, and a Clerk. All Officers shall be elected by the Board of Directors from among the Board of Directors. No person shall hold more than one office at any one time. Each Officer of MCCI shall be elected annually and shall hold office until the next Annual Meeting of MCCI, or Special Meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

Section 2. President

The President shall be the Chair of the Board of Directors and shall preside at meetings of the Board and at MCCI meetings. The President shall be the chairperson of the Executive Committee and shall nominate the chairpersons of all other committees. The President shall be Member, ex-officio (with voting rights), of all committees.

The Clerk shall fulfill the duties of the President in the event of the absence or incapacity of the President, and shall have such other powers and shall perform such other duties as are set forth in these By-Laws, as now or hereafter amended, and as the Board of Directors may designate from time to time.

Section 3. Treasurer

The Treasurer of MCCI shall be the Chief Financial Officer and shall have the custody and control of all funds; shall cause all debts and obligations of MCCI to be paid; and shall furnish a monthly financial statement and an annual audited statement of all receipts and disbursements of MCCI to the Board of Directors.

Section 4. Clerk

The Clerk shall issue notices of all meetings of the Board of Directors, and shall send such official notices as may be directed by the Board. The Clerk shall also be responsible for all general correspondence of the Board and for keeping records of the meetings of the Members and the Board. The Clerk shall also be responsible for keeping records of the Directors and accept and record all applications and nominations for such Membership.

Section 5. Other Powers and Duties

Each Officer shall, subject to these By-Laws, have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his or her office, and such duties and powers as the Board of Directors may from time to time designate.

Section 6. Resignation or Removal

Any Officer may resign by delivering his or her written resignation to MCCI at its principal office or to the Clerk. Such resignation shall be effective upon its acceptance by the Board of Directors. Acceptance shall be contingent upon the position being vacated first being filled by the Board of Directors. The Board of Directors may remove from office any Officer by a vote of two-thirds (2/3) of its entire number then in office.

Section 7. Vacancies

A vacancy in any duly constituted office may be filled by vote of the Board of Directors whenever it occurs.

Section 8. Compensation

Officers shall receive no compensation for their services as Officers of MCCI as such; provided, however, that any Officer may, if authorized by the Board of Directors, be reimbursed for necessary expenses,

including travel expenses reasonably incurred by that Officer in the performance of his or her duties as an Officer.

ARTICLE V COMMITTEES

Section 1. Executive Committee

There shall be a standing Executive Committee consisting of the Officers of MCCI and the Chair of any Committee duly appointed by the Board of Directors. The President of MCCI shall serve as Chair of the Committee. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of MCCI in all cases in which specific directions shall not have been given by the Board of Directors. All actions by the Executive Committee shall be reported to the Board of Directors at its next meeting following such action. Regular minutes of the proceedings of the Executive Committee shall be kept by the Clerk of MCCI. A simple majority of the Members of the Executive Committee shall constitute a quorum and in every case the affirmative vote of a majority of the entire committee, in person or by proxy, shall be necessary for the passage of any resolution.

Each year, in good time prior to the start of a fiscal year, the Executive Committee shall review the existing annual goals, priorities and work plan for MCCI and recommend changes for the coming year.

The Executive Committee shall also review and evaluate MCCI's personnel practices, job descriptions, salary ranges, benefits and related personnel matters.

Section 2. Other Committees

The Board of Directors may create such committees and delegate such responsibilities to those committees as shall be considered desirable, for such term as shall be deemed appropriate and necessary. Such committees may include but shall not be limited to; Finance; Fundraising; Outreach; Grievance; Long Range Planning; Membership; Programming, Building.

Upon request from the Membership, or by the Board of Directors themselves, the Board of Directors may create such committees and delegate such responsibilities to those committees as shall be considered desirable and permissible from time to time. A majority vote at any meeting will move creation of said committee.

ARTICLE VI MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of MCCI shall be the twelve (12) months ending December 31 of any given year.

Section 2. Annual Audit

The account books of MCCI shall be audited 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 MCCI. This report shall be made available to any and all interested parties.

Section 3. Execution of Instruments

All deeds, leases, transfers, contracts, bonds, notes and other instruments authorized to be executed by an Officer of MCCI in its behalf shall be signed by the President, or the Treasurer, except as the Board of Directors may generally or in particular cases otherwise determine.

Section 4. Charitable Contributions

The Board of Directors may from time to time authorize contributions to be made by MCCI, in such amounts as it may determine to be reasonable, to corporations, trusts, funds or foundations organized and operated exclusively for charitable, scientific or educational purposes, no part of the net earnings of which inures to the benefit of a Member of the Board of Directors or individual connected with MCCI.

Section 5. Evidence of Authority

A certificate by the Clerk or by a temporary Clerk as to any action taken by the Board of Directors or any Officer or representative of MCCI shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action. The exercise of any power which by law, by the Articles of Organization or by these By-Laws, or under any vote of the Members or the Board of Directors, may be exercised by an Officer of MCCI only in the event of the absence of another Officer or any other contingency, shall bind MCCI in favor of anyone relying thereon in good faith, whether or not such absence or contingency existed.

Section 6. Amendments

Any part or all of these By-Laws may be altered, amended or repealed from time to time by a simple majority vote of the 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 Directors no less than seven (7) days before such meeting.

Section 7. Access Rules

The Board of Directors shall develop rules ensuring that channel time for public access purposes is available to residents and groups on an equitable and non-discriminatory basis. Said rules shall preserve the principle that a reasonable minimum amount of channel and facility time is available to Montague residents for public access communications purposes at no cost each month. Access time shall be allocated on a first come, first served, non-discriminatory basis.

Section 8. Seal

The Seal of MCCI shall consist of a flat-faced circular die with the name of MCCI, its state of incorporation and the year of its organization cut or engraved thereon.

ARTICLE VII

INDEMNIFICATION

MCCI shall, to the extent legally permissible, indemnify each of its Directors and Officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, 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 or her 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 not to have acted in good faith in the reasonable belief that his or her action was in the best interests of MCCI; 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 being in the best interest of MCCI 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 after MCCI has received 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 belief that his or her action was in the best

interests of MCCI Expenses, including counsel fees reasonably incurred by any such Director or Officer in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by MCCI in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to MCCI if he or she shall be adjudicated not to be entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided will not be exclusive of or affect any other rights to which any Director or Officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Director" and "Officer" include their respective heirs, executors and administrators, and an "interested" Director is one against whom, in such capacity, the proceeding in question or another proceeding on the same or similar grounds is then pending.

ARTICLE VIII

LIQUIDATION OR DISSOLUTION

In the event of liquidation or dissolution of MCCI, whether voluntary or involuntary, no Director, Officer, or Member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by MCCI from any source, after the payment of all debts and obligations of MCCI, shall be distributed by the Board of Directors to such organization or organizations which are organized and operated exclusively for charitable purposes and which shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Laws; provided, however that no part of the net earnings of such organization or organizations shall inure to the benefit of any private shareholders, Member or individual, and no substantial part of the activities of such organization or organizations attempting to influence legislation, and such organization or organizations shall not participate or intervene in any political campaign on behalf of any candidate for public office.