

**BYLAWS
CONCORD COMMUNITY TV**

ARTICLE I - OFFICES

The corporation's principal office in the State of New Hampshire shall be located in Concord, New Hampshire. The corporation may have such other offices, either in or out of the State of New Hampshire as the Board of Directors may designate or as the business of the corporation may require.

ARTICLE II - MEETING OF INCORPORATORS

Upon filing the Articles of Incorporation with the State of New Hampshire, the Incorporators shall meet to appoint a Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

1. General Powers

The business and affairs of the corporation shall be managed by its Board of Directors. The directors shall, in all cases, act as a Board and they may adopt such rules and regulations for the conduct of their meeting and the management of the corporation, as they may deem proper, consistent with these Bylaws and the laws of this state.

2. Number, Tenure, Qualification

- a. There are two categories of Board members: elected/voting, and liaisons/non-voting.
- b. The number of voting directors of the corporation shall at all times be at least five (5) and no more than fifteen (15), elected by majority vote.
- c. Each elected/voting Director's term of appointment shall be two (2) years. Terms shall be staggered so that approximately one half of the Directors shall be elected annually.
- d. In addition to voting directors, up to two non-voting directors who serve as liaisons from the City of Concord and the Concord School Board will be appointed by their respective organizations. These two non-voting directors will not be subject to term limits.
- e. This applies to community members elected after the approval of this Bylaw.

3. Rotation and Term Limits

Any person who has served on the Board for six (6) consecutive years shall be ineligible to serve as a Board director for a one year period thereafter. The provision may be waived for a maximum of one year upon a vote of the Board as per Article III, Section

10.

4. Appointment of Officers

The Board of Directors shall elect, from its members, a Chair, a Vice-Chair, Secretary and Treasurer for a one (1) year term. Any Board member elected as an Officer shall be limited to no more than two (2) consecutive one (1) year terms in that elected position, and shall be ineligible to serve in that position for a period of one year thereafter. This will apply to Officers elected both before and after approval of this Bylaw, so that at the next Annual Meeting after adoption of this Bylaw Amendment, each officer's term shall expire, whether then starting the second year of the previous year's election, or starting a new term.

5. Annual Meeting

An annual meeting of the Board of Directors shall be held on the fourth Tuesday in June of each year at a designated location in conjunction with the regular monthly meeting, at 6:00 p.m. without notice other than this Bylaw. The directors may provide by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

6. Order of Business

The order of business at all annual meetings of the Board of Directors shall be as follows:

- A. Approval of the Minutes of Preceding Meeting
- B. Reports of Committees
- C. Reports of Directors
- D. Election of Directors
- E. Election of Officers
- F. Unfinished Business
- G. New Business

7. Quarterly and Special Meetings

The Board of Directors shall hold regular meetings at a time and place to be designated by the resolution of the directors. Special meetings of the directors may be called by or at the request of the Chair or any three directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors they call at locations where other board meetings have been held. Meetings may be held by telephone or video so long as each person present may hear all others present and may speak and be heard by all others present at the meeting.

8. Notice

Notice of any quarterly or special meeting shall be given at least five (5) days previously thereto by e-mail to each director at their respective validated email address. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

9. Quorum

A quorum is necessary for the transaction of business at any meeting of the directors. It shall consist of a majority of the total number of board directors eligible to vote.

10. Manner of Acting

The vote of the majority of the directors present at a meeting with a quorum shall be the act of the Board. The Board may also act by executing an Action by Consent in accordance with NH RSA 293-A:8.21, see Appendix.

11. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors, and/or vacancies occurring on the Board for any reason, may be filled by a majority vote of the Board. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor. Vacancies occurring on the Board for directors appointed by the Concord City Council or Concord School Board for any reason may be filled by the respective appointing body for that directorship.

12. Resignation

A director may resign at any time by giving written notice to the Board, the Chair, or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer. The acceptance of the resignation shall not be necessary to make it effective.

13. Neglect of Duty and Removal

Any elected member of the Board who fails to attend three consecutive meetings of the Board, unless excused for justifiable reasons, may be charged with neglect of duty and removed from office by a majority vote of the Board at its next regular or special meeting, provided the Director involved shall be given reasonable notice of the charge and the proposed action to remove him/her and is afforded an opportunity to be heard at such meeting.

14. Executive and Other Committees

The Board by resolution, may designate any necessary committees. Each such committee shall serve at the pleasure of the Board. The Executive Committee shall consist of the Chair, Vice-Chair, Secretary and Treasurer. Standing Committees may include: Personnel Committee; Finance Committee; Board Development, Bylaws and Nominating Committee; Outreach and Development Committee; and Capital Improvement Committee. Ad-hoc committees may be established as needed.

ARTICLE IV – OFFICERS

1. Number

The officers of the corporation shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, each of whom shall be elected by the directors. Other officers and assistant officers, as deemed necessary, may be elected or appointed by the directors.

2. Election and Term of Office

The officers of the corporation shall be elected by the Directors at the annual meeting or at such other times as vacancies occur on the Board. The term shall begin July 1st and continue for one year.

3. Removal

Any officer or agent elected or appointed by the directors may be removed by a majority vote of the directors at a regular meeting or at a special meeting called for that purpose whenever, in their judgment, the corporation's best interests would be served thereby. Advance notice of a removal shall be given in accordance with meeting notices described in these Bylaws.

4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the directors for the unexpired portion of the term.

5. Chair

The Chair shall, when present, preside at all meetings of the directors. They may sign, with the Treasurer or any other proper officer of the corporation thereunto, authorized by the directors, any deed, mortgage, bond, contract, or other instrument that the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise

signed or executed; and, in general, shall perform all duties incident to the office of chair and such other duties as may be prescribed by the directors from time to time. The Chair shall be a member of all committees at the Chair's discretion. The Chair shall appoint Committee members.

6. Vice-Chair

At the request of the Chair, or at the request of the Board, or Executive Committee, in the event of the Chair's absence or disability, the Vice-Chair shall perform any and all duties of the Chair, including signature of checks. Additionally, the Vice-Chair shall perform such other duties as may be assigned to them by the Chair or by the directors.

7. Secretary

The Secretary shall keep the minutes of the directors meetings in one or more books provided for that purpose and ensure that they are added to the online archive for public access; see that all notices are duly given in accordance with the provisions of these Bylaws or as required; be custodian of the corporation records and of the seal of the corporation and, in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to them by the Chair or by the directors.

8. Treasurer

The Treasurer shall have charge and custody and be responsible for all funds of the corporation; receive and give receipts for moneys due and payable of the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws and, in general, shall perform all of the duties as from time to time may be assigned to them by the Chair or by the directors.

9. Salaries

The Board of Directors and Officers shall serve without compensation. The Board of Directors shall fix the salary and other remunerations of the Executive Director.

ARTICLE V - EXECUTIVE DIRECTOR

The Executive Director is responsible for the execution and administration of policies and programs approved by the Board. They attend and may participate in discussion in all meetings of the Board of Directors and the Executive Committee, except when matters of his/her own employment are under consideration. They may attend and participate in all meetings of standing and special committees. The Executive Director acts as the agent of the Board of Directors in the employment and release of staff according to the policies and procedures established by the Board of Directors. As head

of staff, the Executive Director is responsible for the supervision and direction of the staff and for the implementation of approved personnel policies.

ARTICLE VI - CONTRACTS, LOANS, CHECK AND DEPOSITS

1. Contracts

The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.

2. Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances. Under no circumstances will loans be made on behalf of the corporation to any officer or director of the corporation.

3. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by a resolution of the directors.

4. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, other depositories as the directors may select.

ARTICLE VII – FISCAL YEAR

The corporation’s fiscal year shall be the same as that of the City of Concord (presently July 1 through June 30).

ARTICLE VIII – SEAL

The directors shall provide a corporate seal that is circular in form and inscribed with the name of the corporation, the state of incorporation, the year of incorporation, and the words “Corporate Seal.”

ARTICLE IX- WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any incorporator or director of the corporation under the provisions of these Bylaws or under provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X - AMENDMENTS

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a sixty percent (60%) majority vote of all directors then serving and qualified to vote. Upon twenty (20) days advance notice in writing to all Directors, the Bylaws may be amended at any regularly scheduled, or special meeting, upon vote of a sixty percent (60%) majority of all directors then serving and qualified to vote.

ARTICLE XI - NON-DISCRIMINATION

The corporation shall not discriminate against any person in any manner based on race, color, religion, sex, age, national origin, disability, sexual orientation, veteran, or any other legally protected status.

ARTICLE XII – LIMITATION OF LIABILITY

1. Directors and Officers

Unless otherwise expressly authorized by the Board, the directors and officers shall serve without compensation and, pursuant to Section 508:16 of the New Hampshire Revised Statutes Annotated, see Appendix, shall not be liable for damages for bodily injury, personal injury, or property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the charitable purposes of the corporation.

2. Volunteers

Liability of volunteers shall be limited in accordance with NH RSA 508:17, see Appendix.

ARTICLE XIII – INDEMNIFICATION

The corporation shall indemnify and hold its directors and officers harmless from and against all suits, claims, injuries, or damages assessed against them so long as each person was acting within the scope of their duties, did not act in bad faith, engaged in intentional misconduct, or knowingly violated any laws.

ARTICLE XIV – CONFLICT OF INTEREST POLICY

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500.00) but is less than five thousand dollars (\$5,000.00) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000.00) in a fiscal year, a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The meeting minutes shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of their office, and shall sign a statement acknowledging, understanding of, and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area, RSA Section 7:19-a, see appendix, and the New Hampshire requirements are incorporated into and made a part of this policy.

Bylaws executed this 18th day of June, 2024

Robert Altman, Chair

Dan Rich, Secretary

Effective Date of Adoption: 18th day of June, 2024

APPENDIX

RSA 293-A:8.21, Action Without Meeting (also known as Action by Consent) (CCTV Bylaws Article III, 10.) TITLE XXVII, CORPORATIONS, ASSOCIATIONS, AND PROPRIETORS OF COMMON LANDS, CHAPTER 293-A, NEW HAMPSHIRE

BUSINESS CORPORATION ACT, Directors and Officers, B. Meetings and Action of the Board, Section 293-A:8.21, 293-A:8.21 Action Without Meeting.

RSA 508:16, Directors and Officers of Charitable Organizations or Societies; Liability Limited (CCTV Bylaws Article XII, 1.) TITLE LII, ACTIONS, PROCESS, AND SERVICE OF PROCESS, CHAPTER 508, LIMITATION OF ACTIONS, Section 508:16, 508:16 Directors and Officers of Charitable Organizations or Societies; Liability Limited.

RSA 508:17, Volunteers; Nonprofit Organizations; Liability Limited (CCTV Bylaws Article XII, 2.) TITLE LII, ACTIONS, PROCESS, AND SERVICE OF PROCESS, CHAPTER 508, LIMITATION OF ACTIONS, Section 508:17, 508:17 Volunteers; Nonprofit Organizations; Liability Limited.

RSA Section 7:19-a, Conflict of Interest (CCTV Bylaws Article XIV.) TITLE I, THE STATE AND ITS GOVERNMENT, CHAPTER 7 ATTORNEYS GENERAL, DIRECTOR OF CHARITABLE TRUSTS, AND COUNTY ATTORNEYS, Director of Charitable Trusts, Section 7:19-a, 7:19-a Regulation of Certain Transactions Involving Directors, Officers, and Trustees of Charitable Trusts.

TITLE XXVII CORPORATIONS, ASSOCIATIONS,

AND PROPRIETORS OF COMMON LANDS

CHAPTER 293-A NEW HAMPSHIRE BUSINESS CORPORATION ACT

Directors and Officers

B. Meetings and Action of the Board

Section 293-A:8.21

293-A:8.21 Action Without Meeting. – (a) Unless the articles of incorporation or bylaws provide otherwise, action required or permitted by this chapter to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by unanimous consent of all members of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

(b) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

(c) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Source. 1992, 255:1, eff. Jan. 1, 1993.

TITLE LII ACTIONS, PROCESS, AND SERVICE OF PROCESS

CHAPTER 508 LIMITATION OF ACTIONS

Section 508:16

508:16 Directors and Officers of Charitable Organizations or Societies; Liability Limited. –

I. For the purposes of this section:

(a) "Director" means a person who serves without compensation on the board of trustees or board of directors of a charitable organization or society organized or incorporated in this state or having a principal place of business in this state.

(b) "Officer" means a person who serves without compensation as an officer of such an organization or society.

(c) "Compensation" does not include reimbursement for expenses actually incurred.

(d) "Charitable organization or society" means an organization or society which is "charitable" as defined in RSA 72:23-1.

II. Directors and officers shall not be liable for damages for bodily injury, personal injury, or property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the charitable purposes of the organization or society.

Source. 1986, 227:5. 1995, 290:1, eff. Jan. 1, 1996.

TITLE LII ACTIONS, PROCESS, AND SERVICE OF PROCESS

CHAPTER 508 LIMITATION OF ACTIONS

Section 508:17

508:17 Volunteers; Nonprofit Organizations; Liability Limited. –

I. Any person who is a volunteer of a nonprofit organization or government entity shall be immune from civil liability in any action brought on the basis of any act or omission resulting in damage or injury to any person if:

(a) The nonprofit organization or government entity has a record indicating that the person claiming to be a volunteer is a volunteer for such organization or entity; and

(b) The volunteer was acting in good faith and within the scope of his official functions and duties with the organization; and

(c) The damage or injury was not caused by willful, wanton, or grossly negligent misconduct by the volunteer.

I-a. [Repealed.]

II. Liability of a nonprofit organization for damage or injury sustained by any one person in actions brought against the organization alleging negligence on the part of an organization volunteer is limited to \$250,000. Such limit applies in the aggregate to any and all actions to recover for damage or injury sustained by one person in a single incident or occurrence. Liability of a nonprofit organization for damage or injury sustained by any number of persons in a single incident or occurrence involving negligence on the part of an organization volunteer is limited to \$1,000,000.

III. Nothing in this section shall be construed to affect any civil action brought by any nonprofit organization against any volunteer of such organization.

IV. Volunteer activity related to transportation or to care of the organization's premises shall be excepted from the provisions of paragraph I of this section.

V. In this section:

(a) "Damage or injury" includes physical, nonphysical, economic and noneconomic damage and property damage.

(b) "Nonprofit organization" shall include, but not be limited to, a not for profit organization, corporation, community chest, fund or foundation organized and operated exclusively for religious, cultural, charitable, scientific, recreational, literary, agricultural, or educational purposes, or to foster amateur competition in a sport formally recognized by the National Collegiate Athletic Association, and an organization exempt from taxation under section 501(c) of the Internal Revenue Code of 1986 organized or incorporated in this state or having a principal place of business in this state.

(c) "Volunteer" means an individual performing services for a nonprofit organization or government entity who does not receive compensation, other than reimbursement for expenses actually incurred for such services. In the case of volunteer athletic coaches or sports officials, such volunteers shall possess proper certification or validation of competence in the rules, procedures, practices, and programs of the athletic activity.

Source. 1988, 280:1. 1990, 116:1-3, eff. Jan. 1, 1991. 1998, 255:1, 2, eff. Jan. 1, 1999.

TITLE I

THE STATE AND ITS GOVERNMENT

CHAPTER 7
ATTORNEYS GENERAL, DIRECTOR OF CHARITABLE TRUSTS,
AND COUNTY ATTORNEYS

Director of Charitable Trusts

Section 7:19-a

7:19-a Regulation of Certain Transactions Involving Directors, Officers, and Trustees of Charitable Trusts. –

I. Definitions. In this section:

(a) "Director, officer, or trustee" means a director, officer, or trustee of a charitable trust.

(b) "Financial interest" means an interest in a transaction exceeding \$500 in value for any officer, director, or trustee, on an annual aggregate basis. An "indirect" financial interest arises where the transaction involves a person or entity of which a director, officer, or trustee, or a member of the immediate family of a director, officer, or trustee, is a proprietor, partner, employee, or officer.

(c) "Pecuniary benefit transaction" means a transaction with a charitable trust in which a director, officer, or trustee of the charitable trust has a financial interest, direct or indirect. However, the following shall not be considered as pecuniary benefit transactions:

(1) Reasonable compensation for services of an executive director, and expenses incurred in connection with official duties of a director, officer, or trustee;

(2) A benefit provided to a director, officer, or trustee or member of the immediate family thereof if:

(A) The benefits are provided or paid as part of programs, benefits, or payments to members of the general public; and

(B) The charitable trust has adopted written eligibility criteria for such benefit in accordance with its bylaws or applicable laws; and

(C) The director, trustee, or family member meets all of the eligibility criteria for receiving such benefit;

(3) A continuing transaction entered into by a charitable trust, merely because a person with a financial interest therein subsequently becomes a director, officer, or trustee of the charitable trust.

(d) "Charitable trust" does not include, for purposes of this section only, an organization qualified as a private foundation under the applicable provisions of the United States Internal Revenue Code.

II. A pecuniary benefit transaction shall be prohibited unless it is in the best interest of the charitable trust and unless all of the following conditions are met:

(a) The transaction is for goods or services purchased or benefits provided in the ordinary course of the business of the charitable trust, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction is fair to the charitable trust;

(b) The transaction receives affirmative votes from at least a 2/3 majority of all the disinterested members of the governing board of the charitable trust, which majority shall also equal or exceed any quorum requirement specified in the bylaws of the charitable trust:

(1) After full and fair disclosure of the material facts of the transaction to the governing board and after notice and full discussion of the transaction by the board;

(2) Without participation, voting, or presence of any director, officer, or trustee with a financial interest in the transaction or who has had a pecuniary benefit transaction with the charitable trust in the same fiscal year, except as the board may require to answer questions regarding the transaction; and

(3) A record of the action on the matter is made and recorded in the minutes of the governing board;

(c) The charitable trust maintains a list disclosing each and every pecuniary benefit transaction, including the names of those to whom the benefit accrued and the amount of the benefit, and keeps such list available for inspection by members of the governing board and contributors to the charitable trust. The list shall also be reported to the director of charitable trusts each year as part of the charitable trust's annual report required under RSA 7:28;

(d) If the transaction, or the aggregate of transactions with the same director, officer, or trustee within one fiscal year, is in the amount of \$5,000 or more, the charitable trust publishes notice thereof in a newspaper of general circulation in the community in which the charitable trust's principal New Hampshire office is located, (or if there is no such office, then in a newspaper of general circulation throughout the state), and gives written notice to the director of charitable trusts, before consummating the transaction. At a minimum, such notice shall state that it is given in compliance with this section and shall include the name of the charitable trust, the name of any director, officer, or trustee receiving pecuniary benefit from the transaction, the nature of the transaction, and the specific dollar amount of the transaction.

III. Every director, officer, or trustee, or member of the immediate family of such director, officer, or trustee, who engages in a pecuniary benefit transaction with a charitable trust shall provide copies of all contracts, payment records, vouchers, other financial records or other financial documents at the request of the director of charitable trusts in accordance with RSA 7:24. All documents so provided may be disclosed to the public for inspection and copying, subject to applicable confidentiality laws.

IV. Every charitable trust shall adopt policies pertaining to pecuniary benefit transactions and conflicts of interest.

V. No charitable trust shall lend money or property to its directors, officers, or trustees. Any director, officer, or trustee who assents to or participates in the making of any such loan shall be jointly and severally liable to the charitable trust for the amount of such loan until it is repaid.

VI. No charitable trust shall sell, lease for a term of greater than 5 years, purchase, or convey any real estate or interest in real estate to or from an officer, director, or trustee without the prior approval of the probate court after a finding that the sale or lease is fair to the charitable trust. However, this paragraph shall not apply to a bona fide gift of an interest in real estate to a charitable trust by a director, officer, or trustee of the charitable trust.

VII. A pecuniary benefit transaction undertaken in violation of this section is voidable. The director of charitable trusts may investigate complaints regarding pecuniary benefit transactions and if, after an investigation pursuant to RSA 7:24, the director determines that a pecuniary benefit transaction is in violation of this section, the director may institute appropriate proceedings under RSA 7:28-f to enforce these provisions.

VIII. Any member of the governing board of a charitable trust shall have standing to petition, pursuant to RSA 491:22, for a declaratory judgment that one or more pecuniary benefit transactions of the charitable trust are void.

IX. The provisions of this section shall not apply to transactions between a charitable trust and its incorporators, members, or other contributors who are not also directors, officers, or trustees of the charitable trust, provided that such transactions are fair to the charitable trust.

X. Notwithstanding subparagraph I(c) of this section, in the case of hospitals, "pecuniary benefit transaction" shall not include reasonable compensation for professional services of members of the hospital's professional medical or nursing staff who also serve as members of the governing board of the hospital, if persons receiving such compensation do not constitute more than 25 percent of the membership of such board or the governing board of the charitable trust which owns the hospital.

XI. Notwithstanding subparagraph I(c) of this section, in the case of educational organizations normally maintaining a regular faculty and curriculum and normally having a regularly enrolled

body of pupils or students in attendance at the place where their educational activities are regularly carried on, "pecuniary benefit transaction" shall not include reasonable compensation for professional services of members of the organization's faculty and staff who also serve as members of the governing board of the educational organization if such persons do not constitute more than 25 percent of the membership of such board.

Source. 1996, 302:2. 1997, 184:2, 3, eff. Jan. 1, 1998.