BYLAWS

OF

MONTGOMERY COMMUNITY MEDIA

ARTICLE ONE
NAME, LOCATION, AND OFFICES

1 .1 Name. The name of this corporation shall be the MONTGOMERY COMMUNITY TELEVISION, INC., doing business as MONTGOMERY COMMUNITY MEDIA (the "Corporation").

1 .2 Registered Office and Agent. The Corporation shall maintain its Registered Office in the State of Maryland, and shall maintain a Registered Agent as required by applicable law.

ARTICLE TWO
PURPOSES

2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation.

2.2 Purposes. The Corporation is a nonprofit charitable entity, the purposes of which are set forth in the Articles of Incorporation, with a broad mission to encourage, sponsor, and disseminate public access and community engagement media; and for the express purpose of enhancing the Montgomery County cable communications plan's relevance in community service to media audiences and media makers; for connecting, informing and educating Montgomery County residents via television, broadband and mobile platforms; for operating digital media facilities, studios and equipment and related service transactions with the general public, government, community organizations and local businesses; for promoting audience awareness of public, educational, and government cable channel content and digital media services; and for advancing media literacy within Montgomery County. These purposes are exclusively charitable within the meaning of 501 of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of such purposes, the Corporation shall have full power and authority to:

a. Develop and implement charitable programs;

b. Make distributions to organizations that qualify as exempt organizations under 501 (c)(3) of the Internal Revenue Code;
c. Make distributions for other charitable purposes;
d. Receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same shall be amended from time-to-time; and
e. Perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Corporation, as described in the Articles of Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations (within and subject to the limitations of 501 of the Code).

ARTICLE THREE
MEMBERSHIP

3.1 Members. The Board of Directors may, from time-to-time, develop a membership structure of patrons of the Corporation including setting dues, contribution amounts, levels and benefits and delegate such authority to the Chief Executive Officer for the development and implementation thereof as the Board may deem appropriate.

3.2 Access Users. The services of the Corporation shall include services to "Access Users" who are those individuals who pay annual fees to use the Corporation's production equipment and facilities including television studios and edit suites. The qualifications for an individual to participate as an Access User, the scope and extent to which any such individual may use the Corporation's production equipment and facilities, and the amount of annual fees, shall be determined by the Chief Executive Officer.

ARTICLE FOUR
BOARD OF DIRECTORS

4.1 General Powers. The Board of Directors shall be responsible for the overall policy and direction of the Corporation, and the business and affairs of the Corporation shall be overseen by the Board of Directors. The Board may participate in outreach to new constituencies such as nonprofit organizations, foundations, and underrepresented groups, development of new revenue streams and partnerships, and other important functions which would benefit the Corporation. The Board of Directors may hire and fix the compensation of the Chief Executive Officer. The Corporation may at its pleasure by a vote of the Board of Directors change its name. The Board of Directors shall only act in the name of the Corporation when it shall be convened by its President after due notice to all the Directors of such meeting.

4.2 Number and Qualifications. The Board of Directors shall consist of not less than three (3) members and no more than fifteen (15) members so that there are always an odd number of Directors. Of the maximum fifteen (15) Board member seats, no less than one nor more than three (3) Board member seats shall be reserved for active and qualified Access Users of the Corporation (as certified by the Chief Executive Officer). All members of the Board of Directors shall be bound equally by the same set of Board member agreements or policies as may be approved and adopted by the Board.

4.3 Election of Directors. All Board Directors shall be nominated by the Nominating Committee to serve as Board Directors and appointed by a vote of the Board of Directors.

4.4 Term of Directors. A Director may serve for five (5) consecutive two (2) year terms. Terms shall run from July 1 to June 30. Board member terms shall be staggered.

4.5 Resignation. A Director may resign at any time by communicating his or her resignation to the Board of Directors, its presiding officer, or to the Corporation in writing. A resignation is effective upon receipt unless the notice specifies a later effective date or subsequent event upon which it will become effective unless a majority of the Board of Directors votes to accept an earlier date.

4.6 Removal. An affirmative vote of two-thirds of the Directors then in office may, subject to any limitation in the Articles of Incorporation or Bylaws, remove any Director elected by the Board of Directors for cause at any time.

4.7 Vacancies. Any vacancy occurring in the Board of Directors, including, without limitation, a vacancy resulting from the death, resignation, incapacity, or removal before the expiration of a Director's term, shall be filled by the Directors. The term of a Director elected to fill a vacancy shall expire upon the next annual election of Directors. A partial term shall not be counted against a Director's limit of service set forth in Section 4.4.

4.8 Compensation. The Directors shall not receive any stated salary or compensation for their services as such, but the Board of Directors may provide for the payment of all reasonable expenses incurred by Directors in attending meetings of the Board and the reimbursement of reasonable expenses incurred on behalf of the Corporation.

4.9 Conflict of Interest Policy. Directors, Officers, committee members, and staff shall adhere to the terms and provisions of a Conflict of Interest Policy as stated in the Board-approved Policies and Procedures Manual.

ARTICLE FIVE
MEETINGS OF DIRECTORS

5.1 Regular Meetings. Meetings of the Board of Directors shall be held no fewer than once per quarter of each year. Meetings shall be held at the Corporation's principal place of business, or at such other location, either within or outside of the State of Maryland, as the Board of Directors may by resolution provide.

5.2 Special Meetings. Special meetings of the Board of Directors may be called only by or at the request of the Board President or any two (2) Directors. Such meetings may be held either within or outside of the State of Maryland, as fixed by the person or persons calling the meeting, if agreeable to the Board of Directors, otherwise to be held at the principal office of the Corporation.

5.3 Notice of Meetings. Regularly scheduled meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least five (5) days prior to the meeting, give notice thereof by any usual means of communication, including by telephone, mail, electronic mail, private carrier, facsimile transmission, or other form of wired or wireless communication.

5.4 Voting. Each Director shall have one vote and such voting may not be done by proxy.

5.5 Quorum. A majority of the members of the Board of Directors in office at the time of a regular or special meeting shall constitute a quorum.

5.6 Manner of Acting. The affirmative majority vote of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a different vote is required by the Articles of Incorporation or these

Bylaws. The number of abstentions may not exceed the number of affirmative votes.

5.7 Participation in Meetings. The Board of Directors may permit any or all Directors to participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

5.8 Rules of Meetings. The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary. In the event that the rules and regulations for meetings set by the Board of Directors do not address a specific procedural question, the latest edition of the Roberts Rules of Order shall apply.

5.9 Action Without a Meeting. Action which may be taken at a Board of Directors meeting may be taken without a meeting following the Board-approved policy for Board email protocol. Such action is effective when the last Director signs the consent, unless the consent specifies a different effective date. Such actions shall be ratified in the minutes of the next regular or special Board meeting.

5.10 Attendance at Meetings. Any Board member failing to attend three consecutive regular Board meetings shall be deemed to have automatically resigned.

ARTICLE SIX
OFFICERS OF THE CORPORATION

6.1 Officers of the Corporation; Term of Office. The Officers of the Corporation must be members of the Board of Directors and shall consist of the President, Vice President, Secretary, and Treasurer. Officers' terms shall run from July 1 to June 30. Officers shall serve a term of one (1) year and be subject to renewal.

6.2 President. The President shall preside at all meetings of the Board of Directors, appoint all committees, temporary or permanent, and be the primary Board liaison to communicate with the Chief Executive Officer on behalf of the Board as a whole. The President's primary residence must be in Montgomery County, Maryland.

6.3 Vice President. The Vice President shall principally assist the President in the performance of his or her duties, and perform such other functions as from time-to-time may be assigned by the President or by the Board of Directors. The Vice President shall, in the event of the absence or inability of the President to exercise his/her office, become acting President of the Corporation with all the rights, privileges and powers as if he/she had been duly appointed the President.

6.4 Secretary. The Secretary ensures the maintenance of the records of the Board; the management of minutes of Board meetings; and that a draft of the minutes is distributed to members shortly after each meeting.

6.5 Treasurer. The Treasurer ensures the development, Board review, and monitoring of financial policies and procedures. The Treasurer shall ensure the disclosure and transparency of the Corporation's financial position.

6.6 Compensation of Officers. The Officers of the Corporation shall serve as volunteers and as such, are not compensated. However, they may be reimbursed for reasonable expenses incurred on behalf of the Corporation.

6.7 Election of Officers. The Officers of the Corporation shall be recommended by the Executive Committee and appointed by the Board of Directors annually.

6.8 Resignation. An Officer may resign at any time by communicating his/her resignation to the President of the Corporation. A resignation is effective when it is communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

6.9 Execution of Contracts. The Board of Directors may authorize the Chief Executive Officer, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited.

ARTICLE SEVEN
CHIEF EXECUTIVE OFFICER

7.1 Chief Executive Officer. The Chief Executive Officer is appointed by the Board of Directors. The Chief Executive Officer shall be the general manager and executive director of the Corporation and shall, subject to the control of the

Board of Directors, have general supervision, direction, and control of the business of the Corporation and its staff. The Chief Executive Officer shall have the general powers and duties of management usually vested in the office of top staff position of a corporation, and shall have such other powers and duties as may be prescribed and held accountable by the Board of Directors. The Chief Executive Officer may participate in executive sessions of the Board as determined by the President. The Chief Executive Officer shall ensure support for the logistical and reporting needs of the Board, collectively and individually in order for it to carry out its fiduciary responsibilities. The Chief Executive Officer shall be an ex-officio member of the Board and shall not have voting rights.

7.2 Compensation of Chief Executive Officer. The compensation of the Chief Executive Officer shall be fixed annually by authority of the Board of Directors.

ARTICLE EIGHT
COUNCILS

8.1 Advisory Council. The Board of Directors must establish an Advisory Council to assure community connection and stakeholder representation, which serves in an advisory role to the Board. The President shall designate a Chair of the Advisory Council and its members subject to the approval of the Board of Directors. The Advisory Council members will have no Board voting rights by reason of such membership alone. The Advisory Council will have regular meetings and report semiannually to the Board of Directors the stakeholders' view of the state of the Corporation. The scope and purpose of the Advisory Council shall otherwise be determined from time-to-time by the Board of Directors.

8.2 Honorary Board of Trustees. The Board of Directors may establish an Honorary Board of Trustees from time-to-time including determining the constituency and qualifications of the membership and the scope of purpose and duties of such board. Members of the Honorary Board of Trustees shall have no Board voting rights by reason of such membership alone.

ARTICLE NINE
COMMITTEES

9.1 Executive Committee. The members of the Executive Committee shall be the President, Vice President, Secretary and Treasurer of the Corporation and such other members as appointed by the President and approved by the

Board of Directors. The President shall be the Chair of the Executive Committee. Appointed Members of the Executive Committee will be members of the Board of Directors, shall serve a term of one (1) year, and be subject to renewal. The Executive Committee may operate in lieu of the full board. The work of the committee is to set agendas, oversee board policies and facilitate decision making as well as help create Board roles and responsibilities; recommend Board Directors annually; encourage Board development; prepare Board leadership; and assess Board effectiveness.

9.2 Finance Committee. The Chair of the Finance Committee shall be the Treasurer of the Corporation. Additional members of the Finance Committee may only be Board Directors. The President shall appoint additional members of the committee and approved by the Board of Directors. The Finance Committee shall consist of not less than three (3) persons. Members of the Finance Committee shall serve a term of three (3) years and be subject to renewal. The Finance Committee is responsible for assisting the Board in ensuring the organization is in good fiscal health. The work of the Committee revolves around safeguarding the organization's assets and helping the full Board understand the organization's financial affairs.

9.3 Audit Committee. The President shall designate a Chair of the Audit Committee who shall be a member of the Board of Directors and approved by the Board of Directors. The Chair shall serve a term of three (3) years and be subject to renewal. The President shall appoint additional members of the committee and approved by the Board of Directors. Members of the Audit Committee may or may not be members of the Board of Directors and, to ensure independence, members of the Finance Committee shall not serve on the Audit Committee. The Audit Committee shall consist of not less than three (3) persons. Members of the Audit Committee shall serve a term of three (3) years and be subject to renewal. The Audit Committee recommends appointment or reappointment of the independent auditor. The Audit Committee approves the audit process as recommended by the independent auditor employed by the Corporation, and serves as the liaison with the audit firm, instructing the firm on issues to monitor in consultation with the recommendations of the firm, and debriefing the Board on its reports. The Committee, or its delegate, meets annually, in private, with the auditor. The Committee reviews the annual audit and reviews a copy of the annual IRS Form 990 and recommends approval of the final audit and Form 990 to the full Board for its approval. The Audit Committee performs other oversight functions as requested by the President or the Board of Directors.

9.4 Compensation Committee. The President shall designate a Chair of the Compensation Committee who shall be a member of the Board of Directors and approved by the Board of Directors. The Chair shall serve a term of three (3) years and be subject to renewal. The President shall appoint additional members of the committee who shall be approved the Board of Directors. Members of the Compensation Committee may or may not be members of the Board of Directors. The Compensation Committee shall consist of not less than three (3) persons. Members of the Compensation Committee shall serve a term of three (3) years and be subject to renewal. The Compensation Committee is responsible for developing the annual compensation and benefits package to be provided to the Chief Executive Officer of the Corporation, which the Committee recommends to the full Board for its approval.

9.5 Development Committee. The President shall designate a Chair of the Development Committee who shall be a member of the Board of Directors and approved by the Board of Directors. The Chair shall serve a term of three (3) years and be subject to renewal. The President shall appoint additional members of the committee who shall be approved by the Board of Directors. Members of the Development Committee may or may not be members of the Board of Directors. The Development Committee shall consist of not less than three (3) persons. Members of the Development Committee shall serve a term of three (3) years and be subject to renewal. The Development Committee is responsible for developing strategies to raise funds and contributions for the Corporation, recommend to the Board of Directors action plans for such purposes, and to implement such plans as approved by the Board of Directors from time-to-time.

9.6 Nominating Committee. The members of the Nominating Committee shall be Board Directors appointed by the President and approved by the Board of Directors. The President shall designate one of the members as the Chair of the Nominating Committee who shall be approved by the Board of Directors. Members shall serve a term of three (3) years and be subject to renewal. The Chair shall serve a term of three (3) years in that position and be subject to renewal. At least three (3) members serving may not be eligible for re-election to an Officers' position during any election cycle. The Nominating Committee is responsible for identifying and nominating Officers of the Board annually for approval by the Board of Directors.

9.7 Other Committees and Task Forces. The Board of Directors may create other committees, including ad hoc advisory committees or task forces, consisting of at least one (1) Board member as Chair and other persons as necessary or appropriate for specific, time-delineated purposes.

ARTICLE TEN
INDEMNIFICATION

10.1 Indemnification. The Corporation shall indemnify and hold harmless each current and former Officer and Director ("Indemnified Person") from and against any loss, expense, damage or injury suffered or sustained by such Indemnified Person by reason of any acts or omissions or alleged acts or omissions arising out of his/her activities on behalf of the Corporation or in furtherance of the interests of the Corporation, including, but not .limited to, any judgment, award, settlement, reasonable attorney's fees and other costs or expenses incurred in connection with the defense of any actual or threatened action, proceeding or claim, provided that the act or omissions, or alleged acts or omissions, upon which such actual or threatened action, proceeding or claim is based were performed or omitted in good faith and in a manner reasonably believed by the Indemnified Person to be within the scope of the authority conferred upon such person and in the best interests of the Corporation. Such indemnification shall be made only to the extent of assets of the Corporation and shall not extend to conduct by the Indemnified Person adjudged to be a breach of his fiduciary or other duties to the Corporation.

10.2 Payment. If an Indemnified Person becomes involved in any capacity in any matter to which he/she is entitled to indemnification, then the Corporation shall reimburse such person for his/her reasonable legal and other reasonable out-of-pocket expenses (including, but not limited to, the cost of any investigation and preparation and establishing a right to indemnification; "Defense Costs") as they are incurred in connection therewith; provided that such Indemnified Person shall have executed an agreement satisfactory to the Corporation agreeing to promptly repay the Corporation the amount of any such reimbursed expenses paid to it if it shall ultimately be determined that such Indemnified Person was not entitled to be indemnified by the Corporation in connection with such action, proceeding, or investigation. If such conditions are not satisfied, then reimbursement of Defense Costs shall be made after successful defense of matter to which the foregoing indemnification provisions apply.

10.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in this Article 10 shall not be deemed exclusive of' any other rights to which those seeking indemnification may be entitled under the Articles of

Incorporation or these Bylaws, or any agreement, vote of disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

10.3 Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as Director, Officer employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

ARTICLE ELEVEN
GENERAL PROVISIONS

11.1 Records and Reports. All of the Corporation's records shall be maintained in written form or in another form capable of conversion into written form within a reasonable time. The Corporation shall keep as permanent records minutes of all meetings of the Board of Directors and a record of all actions taken by the Board of Directors without a meeting. The Corporation shall maintain appropriate accounting records in compliance with policies set forth by the Board of Directors.

11.2 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 of each year and shall end on June 30, unless otherwise determined by the Board of Directors.

11.3 Severability. Should any provision of these Bylaws become ineffective or be declared to be invalid for any reason, such provision shall be severable from the remainder of these Bylaws and all other provisions of these Bylaws shall continue to be in full force and effect.

11.4 Amendments. These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the Board of Directors.

ARTICLE TWELVE
TAX-EXEMPT STATUS

12.1 Tax-Exempt Status. The Affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption from taxation pursuant to Section 501 (c)(3) of the Internal Revenue Code.

12.2 Distribution Upon Dissolution. In the event of the dissolution of the Corporation, all assets owned by Montgomery County will be returned to the County and all assets owned by the Corporation shall be distributed according to a policy in conformance with the Articles of Incorporation for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE THIRTEEN
ADOPTION OF BYLAWS

Montgomery Community Media was organized under the laws of the State of Maryland on September 5, 1984. The original Bylaws were adopted by the Board of Directors of the Corporation and became effective as of September 5, 1984. The Bylaws were amended and adopted by the Board of Directors of the Corporation as of October 10, 2014 and August 16, 2019.

Approved:

MONTGOMERY COMMUNITY MEDIA
A Maryland nonprofit corporation

By

Jeffrey Slavin
Board of Directors President

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