

**BYLAWS**  
**OF**  
**PORTSMOUTH PUBLIC MEDIA, INC.**

**ARTICLE I - DEFINITIONS**

**Section 1.01 - Definitions**

*“Articles of Agreement”* – Document that establishes the corporate entity, filed with the Secretary of State of New Hampshire. As used in these Bylaws, “Articles of Agreement” is synonymous with “Articles of Incorporation.”

*“Board of Directors”* or *“Board”* – Members of the Corporation vested with all powers permitted by law to directors or trustees of voluntary, non-profit corporations under the laws of New Hampshire, to the extent consistent with the Corporation’s tax-exempt status under the Internal Revenue Code. The terms “Directors” and “Board” may be used interchangeably with “Board of Directors.”

*“Corporate Offices”* – Principal corporate headquarters, to be located in Portsmouth, New Hampshire. The Corporation may have such other offices, either within or without the State of New Hampshire, as the business of the Corporation may require.

*“Corporate Purpose”* – The object for which the Corporation is established, as set forth in the Articles of Agreement, and as further defined in Article II of these Bylaws.

*“Corporation”* – Portsmouth Public Media, Inc., a nonprofit corporation organized under the laws of the State of New Hampshire.

*“Fiscal Tax Year”* – A period of 12 consecutive months ending on the last day of June of each year, unless otherwise altered by Resolution of the Board.

*“Internal Revenue Code”* – United States Internal Revenue Code of 1986 as amended, or any future corresponding legislation, and any regulations promulgated thereunder.

*“Member”* – Any person eighteen years of age or older; or any firm, corporation, business, organization, association or other entity registered with the Corporation as defined under Article III of these Bylaws.

*“Membership”* – The state of being a Member of the Corporation; also, the total number of Members.

*“Officers”* – Directors elected by the Board to serve as President, Vice-President, Treasurer and Secretary under Article VI of these Bylaws.

*“Resident Member”* – Any person eighteen years of age or older registered with the Corporation as defined under Article III of these Bylaws whose principal place of residence is Portsmouth, New Hampshire.

*“Resolution”* – An act adopted by the Board to further the purposes of the Corporation.

## ARTICLE II – PURPOSE, MISSION AND VISION

### **Section 2.01 – Mission and Vision**

Portsmouth Public Media will endeavor to establish, operate, and promote non-commercial public access media channels and services. The term “media channel” includes, but is not limited to, public access television channels as well as internet based media such as streaming video. The term “services” includes, but is not limited to, websites and mobile applications. To that end, the Corporation has set forth statements of its mission and vision.

Mission Statement: To make the sharing of local news, views, information, arts and entertainment readily accessible to residents, and nonprofit and business organizations of the greater Portsmouth area.

Vision Statement: To be a vibrant, appreciated source of local news, views, information, arts and entertainment that –

- Airs programs reflecting the interests of a broad range of individual residents, local business and nonprofit organizations;
- Involves all members of the community – diverse ages, socio-economic status and technological abilities;
- Employs multiple methods of producing and delivering content in order to simplify the ability of producers to create, and viewers to access, content;
- Embraces available and emerging technology for efficiency of operations.

### **Section 2.02 – Access Corporation for Public Access Television**

The Corporation envisions that it shall perform those activities required of the Franchising Authority or Access Corporation for any channels initiated for public access television as those activities are described and set forth in the renewal franchise agreement between the City of Portsmouth, New Hampshire and Comcast of Maine/New Hampshire Inc., dated November 2008, to wit: (a) Schedule, operate and program Access Channels; (b) Manage the annual funding, pursuant to the obligations in the Renewal Franchise Agreement; (c) Purchase, maintain and/or lease equipment, with the funds allocated for such purposes; (d) Conduct training programs in the skills necessary to produce Access programming; (e) Provide technical assistance and production services to Access Channel users; (f) Establish rules, procedures and guidelines for use of the Access Channels; (g) Provide publicity, fundraising, outreach, referral and other support services to Access Channel users; (h) Assist users in the production of Access Programming of interest to Subscribers and issues, events and activities; and (i) Accomplish such other tasks relating to the operation, scheduling and/or management of the Access Channels, facilities and equipment as appropriate and necessary.

### **Section 2.03 – Nonprofit Organizational Purposes and Activities**

This Corporation shall be a voluntary corporation, organized and operated exclusively for exempt purposes set forth in Section 501(c)(3) of the Internal Revenue Code. Subject to the limitations stated herein, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which voluntary corporations may be organized under New Hampshire Revised Statutes Annotated Chapter 292 as amended, and Section 501(c)(3) of the Internal Revenue Code of 1986 as

amended, or under the corresponding sections of any future relevant state and federal statutes and regulations.

In furtherance of the purposes set forth in the preceding paragraph, this Corporation shall have and exercise all the powers conferred by the laws of New Hampshire upon corporations formed under the voluntary corporation law of New Hampshire; to do any or all things hereinbefore set forth to the extent as natural persons might or could do; to do any and all other acts, matters and things necessary or incidental or convenient to these purposes which are not contrary to the laws of the State of New Hampshire including, without limitation, taking title to, owning, transferring and encumbering real property, as necessary; provided, however, that all of the activities and actions set forth above shall be carried out strictly in furtherance of those charitable and educational purposes set forth in this Section 1.

#### **Section 2.04 – Tax Exempt Status**

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c) (2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

(d) In extending its services to persons using the facilities of the Corporation and in all of its other activities, the Corporation shall not engage in any activity in violation of the Civil Rights Act, including, but not limited to, any act of discrimination based on race, color, sex, national origin, or sexual preference.

#### **Section 2.05 – Equal Treatment**

The leadership of the Corporation shall at all times strive to treat all persons with respect and dignity; to remain at all times ideologically neutral; and to uphold and promote freedom of expression in accordance with community standards prevailing in Portsmouth, New Hampshire. The Corporation shall not discriminate in any interaction, recruitment, acceptance, participation or employment in its programs on the basis of sex, gender, race, religion, creed, color, national or ethnic origin, disability, age, sexual orientation, political affiliation; nor on the basis of family, military, or socio-economic status.

### **ARTICLE III – MEMBERS**

#### **Section 3.01 – Qualification**

Any individual person eighteen years of age or older; or any firm, corporation, business, organization, association or other entity that subscribes to the purpose, mission, and vision of the Corporation; and that supports the Corporation by participation or with a contribution of money shall, upon application, become a Member of the Corporation. The Board of Directors shall prescribe the required participation or monetary contribution. The Corporation may establish various Membership categories for the purposes of fundraising, sponsorship, and/or underwriting. No person or entity may hold more than one Membership.

### **Section 3.02 – Rights of Members**

Members shall have the right to: (a) Elect Directors in accordance with Article IV of these Bylaws; (b) Address the Board at any regular or special meeting, in such form and manner established by the Board; (c) Request the addition of items on the agenda of any regular or special meeting by written request to the Secretary; (d) Call a Special Meeting in accordance with Article V of these Bylaws; (e) Request regular information on the activities of the Corporation, including programs to be transmitted through the Corporation's facilities and aggregate financial data; and (f) Inspect the records of the Corporation upon appointment with the Secretary and/or Treasurer for those records maintained by each Officer.

### **Section 3.03 – Membership Term; Renewal; Resignation**

The term of Membership shall be one year, or such other period as the Directors may prescribe. A Membership may be renewed upon the payment of the prescribed Membership fee or agreement to the prescribed participation. A Member may resign from Membership at any time by submitting written notice of resignation to the Corporation Secretary.

### **Section 3.04 – Suspension and Removal From Membership**

A Membership may be suspended for just cause by a simple majority vote in open ballot by the Board of Directors. After a minimum suspension period of thirty calendar days, Membership may be terminated for just cause by a two-thirds (2/3) majority vote in open ballot by the Board of Directors. "Just cause" may include, without limitation: actions inconsistent with relevant law and regulations; with these Bylaws; or with the purpose, mission, vision, or policies of the Corporation. The Secretary shall provide written notice of the pending action to the Member under consideration for suspension or removal at least ten (10) days before a vote is to occur. Such notice shall be sent to the Member at his/her last known address by U.S. mail, courier, personal delivery, or similar means. Such notice shall contain any reason(s) considered for suspension or removal, as well as a statement that the Member has the opportunity to address the Board verbally and/or with written materials before any vote on suspension or removal is taken.

### **Section 3.05 – Effect of Resignation, Suspension, or Termination From Membership**

Resignation or termination from Membership terminates all rights and privileges in, or with respect to, the Corporation held by the Member. Suspension from Membership terminates all such rights and privileges during the period of suspension. Membership fees are not returnable, in whole or in part, to the Member as a result of resignation, suspension, or termination.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **Section 4.01 – Powers and Duties**

The business affairs of the Corporation shall be managed by its Board of Directors. The Directors may adopt rules and regulations for the conduct of their meetings, and for the management of the Corporation, as long as such rules and regulations are not inconsistent with these Bylaws, the Articles of Agreement, or any relevant provision of law; and only as long as such rules and regulations would not affect adversely the tax-exempt status of the Corporation.

The Board of Directors shall: (a) Elect the Officers of the Corporation; (b) Formulate basic policies of the Corporation and establish professional standards for managing personnel, finance, and operations; (c) Approve the annual budget of the Corporation and budgets for major projects, and monitor the budgets and fiscal affairs of the Corporation; (d) Establish and review policies for programming and operating one or more public access television channels and related Internet media; (e) Hire the Executive Director and/or other management personnel as may be required; (f) Solicit funds on behalf of the Corporation and approve final applications for all grants, prior to submission to funding sources; (g) Establish and supervise any committees as may be required; (h) Regularly attend Board meetings and actively participate in the affairs of the Corporation; and (i) Other duties as the Board may prescribe. The Directors may, to the extent permissible by law, delegate to any person(s) any power and/or duty that would otherwise vest in the Board.

#### **Section 4.02 - Qualifications**

At the time of adoption of these bylaws, New Hampshire law requires that, the minimum number of Directors of the Corporation shall at all times be at least five (5) voting Directors who are not of the same immediate family, or related by blood or marriage.

All persons serving on the Board of Directors shall maintain active Membership in the Corporation according to Section III of these Bylaws; failure to maintain Membership shall constitute grounds for removal. At least two-thirds (2/3) of the Directors shall be Resident Members. The office of Director is non-transferable. Directors shall at all times serve without compensation or pecuniary benefit of any kind.

In order to join the Board of Directors, a candidate must affirm that (s)he has read, and agrees to be bound by, the terms of these Bylaws; and agrees to abide by all relevant law and regulations. The Board may create additional qualifications or standards as it may deem necessary or beneficial to achieve Corporate Purposes.

No Director may serve simultaneously on the Board of Directors of the Corporation and the City of Portsmouth Cable Television and Communications Commission.

#### **Section 4.03 - Initial Directors**

The signers of the Articles of Agreement shall constitute the Initial Directors of the Corporation whose terms shall be staggered (the "Initial Directors"). An Organizational Meeting of the Initial Directors shall take place as soon as practicable after they are appointed; at that time, the Initial Directors shall elect, from among their number, Officers of the Corporation, to serve until the first Annual Meeting.

#### **Section 4.04 - Number and Tenure**

The total number of Directors shall be not less than seven (7), nor more than eleven (11). Directors shall serve terms of no more than three (3) years. Terms shall be staggered or divided into classes such that the

terms of Directors in each such class expire in different years. No Director shall serve on the Board of Directors for a period of more than six (6) consecutive years. However, a Director may serve additional terms following such a consecutive six-year period, provided that at least one (1) year has elapsed between the end of such period and the beginning of any subsequent term.

One Director shall be appointed by the Portsmouth City Mayor with the approval of the Portsmouth City Council. The appointed member shall not be eligible to be an Officer of the Corporation.

#### **Section 4.05 – Election of Directors by Members**

At the Annual Meeting, the Members shall elect Directors by open ballot or by proxy according to procedures the Board shall prescribe.

The Board shall establish a Nominating Committee to identify and recommend a slate of candidates for open Director seats. Members may submit candidates for consideration by the Nominating Committee. The Board shall seek, to the greatest extent possible, to procure nominations for new Board members of persons from many walks of life, divergent religious traditions and varied socio-economic and ethnic backgrounds, to ensure the greatest diversity possible on the Board. The Nominating Committee shall provide to the Secretary a slate of candidates no later than thirty (30) days prior to the Annual Meeting. The slate of candidates shall, at a minimum, identify the name and address of the candidate. The Secretary shall make this slate of candidates readily available to the Membership to the extent practicable (mailing not required) and respond timely to any inquiries. In addition to the slate of candidates recommended by the Nominating Committee, any Member may become a candidate for election to the Board of Directors by presenting the Secretary with a petition for special nomination signed by at least one-tenth or twenty-five (25) Resident Members, whichever is smaller, no later than fourteen (14) days prior to the date of the Annual or special meeting at which the election is to occur. Such specially nominated candidate will be added to the slate of candidates by the Secretary. Signatures shall be deemed valid unless challenged prior to or as of the date of the election.

Each Member shall have one vote, and only one vote. The vote of a Director is to be counted in the same manner as the vote of any other Member. In order to qualify as a candidate for election by the Membership, a person must be a Member of the Corporation in good standing at the time of the Annual Meeting. There shall be a single ballot for all open Director seats; the candidates receiving the most votes shall fill vacant Director seats subject to the limitation set forth in section 4.02 that at least 2/3 of the Board be Resident Members the operation of which may result in disqualification of non-Resident Members.

#### **Section 4.06 – Appointment of Officers**

At the first meeting following each Annual Meeting of the Corporation, the Board of Directors shall elect, from among their number, the following Officers of the Corporation: President, Vice-President, Secretary and Treasurer, in accordance with the terms of Article VI of these Bylaws. Consistent with New Hampshire nonprofit corporation law, no employee of the Corporation shall hold the position of chairperson or presiding officer of the Board.

#### **Section 4.07 – Committees**

The Board may establish committees as it deems necessary or beneficial to the Corporation. Committees shall report to, and serve at the pleasure of, the Board. The President has the ex-officio power to preside

over any committee so established; to appoint any person to serve on such committee, whether or not (s)he is a Director or Member; and to delegate to any person the power to preside in his/her stead.

#### **Section 4.08 - Resignation of Directors**

A Director may resign at any time by giving written notice to the President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt.

#### **Section 4.09 - Removal of Directors**

A Director may be removed for just cause by a two-thirds (2/3) majority vote of all Directors entitled to vote. No vote shall be taken until the person whose removal is sought receives notice of said removal. Further, said person shall be given the opportunity to make an oral or written response to the Board within fourteen (14) days of the sending of the notice. Any meeting called to include the vote on removal of such person shall not be held until after the fourteen (14) days provided for above have elapsed.. Grounds for removal include, without limitation, the consistent and unexcused failure to attend Board meetings. The Board may enact policies requiring Directors to perform other reasonable duties; the lack of performance of such duties may constitute grounds for removal. A Director whose Membership has been suspended or terminated under Article III of these Bylaws shall be suspended or terminated, as the case may be, from his/her position as Director.

#### **Section 4.10 - Newly Created Vacancies of Directors**

A vacancy occurring in the Board for any reason, other than the ordinary expiration of a Director's term in office, may be filled by appointment of the Board of Directors in such manner as the Board may prescribe. The Director so appointed shall hold office for the unexpired term of his/her predecessor.

#### **Section 4.11 - Compensation**

Board members shall not receive compensation for their services as Board members but can receive reimbursement for expenses.

### **ARTICLE V - MEETINGS**

#### **Section 5.01 - Annual Meeting**

The Annual Meeting of the Board of Directors shall be held during the first quarter of the fiscal year. The Secretary shall provide notice of the Annual Meeting to Directors and Members in such manner as the Board deems appropriate, no later than thirty (30) days before the date of such meeting. Appropriate notice may include, without limitation, U.S. mail, electronic mail, website, and/or newspaper(s) of general circulation in Portsmouth, New Hampshire. The Annual Meeting shall be open to Members and to the general public. The President, Treasurer, and Executive Director, if any, shall each submit an Annual Report for presentation to the Membership. Members shall have the power to elect Directors during the Annual Meeting, according to the provisions of Article IV of these Bylaws. During or as soon as practical after the Annual Meeting, each Director, Officer, agent, and employee of the Corporation shall provide written disclosure of any potential Conflicts of Interest, according to Article IX of these Bylaws.

#### **Section 5.02 - Regular Meetings**

The Directors may schedule regular meetings from time to time as required to accomplish any proper Corporation purpose. The President shall fix the time, place and hour for holding any such meeting. The Secretary shall provide written notice of any regularly scheduled meeting to each Director at least fourteen (14) days before the meeting date. The Secretary shall notify each Director by any of the following means: electronic mail to the last known email address provided to the Secretary by the Director; United States mail at his or her business address; or personal delivery. The Secretary shall also endeavor to use reasonable means to provide notice of any meetings to the Membership and to the general public. The lack of notice to the Membership and/or the general public, however, shall not affect the ability of the Corporation to transact business.

### **Section 5.03 – Special Meetings**

The Board may hold a Special Meeting, which may be called for any purpose by the President; or by at least three Directors; or by written petition signed by at least one-tenth or twenty-five (25) Resident Members, whichever is smaller, according to procedures the Board may prescribe. The Secretary shall provide written notice of any such meeting to each Director at least five (5) days before the meeting date, according to the notice provisions governing regular meetings in Section 5.02 of these Bylaws.

### **Section 5.04 – Quorum**

At any meeting of the Directors, a quorum must be present to transact business. A quorum shall consist of at least fifty percent (50%) of the total number of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

### **Section 5.05 – Manner of Acting: Parliamentary Procedure**

Except as otherwise provided by these Bylaws, the Board of Directors shall resolve to act by an affirmative vote of a simple majority of the Directors attending a meeting at which a quorum is present. Meetings of the Board shall be conducted according to the procedures outlined in *Robert's Rules of Order (Newly Revised)*.

### **Section 5.06 – Meetings Open to Public; Executive Session**

Meetings of the Board are open to the Membership and to the general public. The Directors may, however, resolve to hold any portion of a meeting as an Executive Session for good cause. Attendance at Executive Sessions shall be limited only to Directors and to any other person(s) whom they may designate. The Secretary shall enter the reason for holding an Executive Session into the minutes of such a meeting. Such reasons may include, without limitation, decisions regarding personnel and determinations of potential conflicts of interest (as determined under Article IX of these Bylaws).

### **Section 5.07 – Provisional Action: Electronic Ratification**

If a meeting of the Board lacks a quorum, the Directors may take provisional action by majority vote of those present at the meeting. The Secretary shall seek ratification of such provisional action within five (5) days after the meeting. Ratification shall require an affirmative written vote from a quorum of the Board. Ratification may occur by electronic mail, facsimile, or similar means.

### **Section 5.08 – Retroactive Procedural Cure**



The Board may vote to retroactively ratify actions it may have taken that are procedurally defective for failure to follow provisions set forth in these Bylaws. The effect of such ratification shall be to make valid the prior Board action, effective as of the date the action was first taken, or a reasonable constructive date thereafter.

#### **Section 5.09 - Waiver of Notice**

Unless otherwise provided by law, if any notice requirements prescribed by these Bylaws are not met, the person(s) entitled to such notice may sign a written waiver, which shall be deemed equally valid as if notice had been properly given; whether the waiver is signed before or after any relevant notice period. If a Director attends a meeting that (s)he asserts has not been properly called, noticed or convened, (s)he shall waive the right to object to the transaction of business, except if (s)he attends the meeting for the express purpose of so objecting.

#### **Section 5.10 - Presumption of Assent; Right to Dissent**

A Director who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a dissent to such action is stated before adjournment. However, a Director may dissent after adjournment if such dissent is sent in writing by registered mail to the Corporation offices within three (3) business days of the adjournment of the meeting. Absent extenuating circumstances, such right to dissent shall not apply to a Director seeking to rescind an affirmative vote in favor of an action taken at the meeting.

#### **Section 5.11 - Participation in Meetings**

With the assent of the majority of those Directors present at any meeting, Directors may appear and participate in a meeting by telephone, voice over internet protocol, or other means as technology may make possible.

### **ARTICLE VI - OFFICERS**

#### **Section 6.01 - Number**

The Officers of the Corporation shall at all times include a President, Vice-President, Secretary and Treasurer. The Board of Directors may appoint and remove other additional Officers and/or assistant Officers as may be necessary. A Director may hold more than one such office, provided that at least two Directors serve as Officers at any given time.

#### **Section 6.02 - Election and Term of Office**

The Board of Directors shall elect Officers annually, according to the provisions of Article IV of these Bylaws. Officers shall serve a term of one (1) year; may be re-elected without limit during their terms as Director; and may not hold office beyond their term as Director. An officer shall hold office until his/her successor is duly elected or until (s)he dies, resigns, or is removed as provided in these Bylaws.

#### **Section 6.03 - President**

The President shall be the principal executive officer of the Corporation and shall, in general and subject to the control of the Directors, supervise and control all the business and affairs of the Corporation. The

President shall set the agenda for any meeting of the Directors or of the Membership, in consultation with the Secretary; or if the Secretary is unavailable, in consultation with any other Director. The President shall, when present, preside at all meetings of the Directors. The President may serve ex-officio as a member of any committee that may be created by the Board. The President shall see that all orders and Resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other person any specific delegable powers. When authorized by the Directors, the President may sign, with the Treasurer or any other Officer of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution of an instrument is expressly delegated by the Directors to some other person. The President shall perform such other duties as the Directors may assign from time to time.

#### **Section 6.04 – Vice-President**

The Vice-President shall perform the duties of the President during his/her absence, or upon any disability that would prevent the President from performing his/her duties. In such cases, the Vice-President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall undertake, in consultation with the President, all necessary measures to remain as knowledgeable as necessary about the management of the Corporation, so as to be able to assume the duties of the President without undue delay. The Vice-President shall inform the Board of Directors as soon as practicable after assuming the duties of the President. The Vice-President shall perform such other duties as the President or the Directors may assign from time to time.

#### **Section 6.05 – Secretary**

The Secretary shall undertake the following responsibilities: (a) Keep minutes of Board of Directors meetings in one or more books provided for that purpose; (b) See that all notices are duly given in accordance with the provisions of these Bylaws and as otherwise required by law; (c) Serve as custodian of the Corporate records; (d) File, in conjunction with the Treasurer, any required reports or information with the State of New Hampshire, the Internal Revenue Service, and any other entities; (e) Perform all duties incident to the office of Secretary; and (f) Such other duties as the Directors may assign from time to time.

#### **Section 6.06 – Treasurer**

The Treasurer shall undertake the following responsibilities: (a) Keep charge and custody of all funds of the Corporation; (b) Receive and give receipts for moneys due and payable of the Corporation from any source whatsoever; (c) 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, the Articles of Agreement and any applicable law or regulation; (d) File, in conjunction with the Secretary, any required reports or information with the State of New Hampshire, the Internal Revenue Service, and any other entities; (e) All duties incident to the office of Treasurer; and (f) Such other duties as the Directors may assign from time to time.

#### **Section 6.07 – Resignation of Officers**

An Officer may resign at any time by giving written notice to the President or to any other Officer. Unless otherwise specified in the notice, a resignation as Officer does not result in resignation as Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt. Acceptance of the resignation shall not be required in order to make the resignation effective.

### **Section 6.08 – Removal of Officers**

A Director may be removed from his/her office as Officer by a two-thirds (2/3) majority vote of the Board at a properly noticed meeting whenever in the judgment of the Directors the best interests of the Corporation will be served thereby. Removal of a Director as Officer shall not terminate the term of the Director, unless a separate Resolution is enacted to that effect under Article IV of these Bylaws; nor will it terminate the Membership of the Director, unless a separate Resolution is enacted to that effect under Article III of these Bylaws.

### **Section 6.09 – Newly Created Vacancies of Officers**

A vacancy occurring in any Officer position for any reason, other than the ordinary expiration of an Officer's term in office, may be filled by appointment of any other Director by the Board. The Officer so appointed shall hold office for the unexpired term of his/her predecessor.

## **ARTICLE VII – MANAGEMENT**

### **Section 7.01 – Executive Director**

Business management of the Company and its operation may be vested in the Executive Director, or initially by the Board of Directors who shall oversee the day-to-day business of the organization. The Board of Directors shall make hiring decisions regarding the Executive Director and the terms of employment shall be reflected in an employment agreement. The Board of Directors shall annually review the responsibilities, job description, and compensation of the Executive Director. The Executive Director shall attend meetings of the Board and any committees as the Board may designate. The Board may delegate any powers or duties to one or more other persons in the absence of, or in addition to, the Executive Director. The Executive Director, and any other person vested with management authority, whether paid or unpaid, shall be required to report any potential Conflicts of Interest, as determined under Article IX of these Bylaws.

### **Section 7.02 – Contracts, Loans, Payment, and Deposits**

The Directors may authorize any officer or Board member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. A Resolution of the Board of Directors shall be required in order to undertake any loan by, from, or on behalf of the Corporation. No evidence of indebtedness shall be issued in the name of the Corporation unless specifically authorized by the Board of Directors, or as otherwise determined under these Bylaws. No check, draft, or other order for the payment of money, note, nor any other evidence of indebtedness shall be issued in the name of the Corporation unless approved according to the provisions of these Bylaws, or in such other manner as may be determined by Resolution of the Directors. 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, or other depositories as the Directors may select.

### **Section 7.03 - Gifts**

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Corporation.

#### **Section 7.04 - Books**

There shall be kept in the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain copies of the Articles of Agreement, the By-Laws, the Conflict of Interest Policy and all minutes of the meetings of the Corporation and the Board.

### **ARTICLE VIII – LIMITATION OF LIABILITY**

#### **Section 8.01 – Indemnification**

The Corporation shall indemnify and hold harmless its Directors and Officers from and against all suits, claims, injuries, or damages asserted against them, so long as the Director to be indemnified has not acted in bad faith, nor engaged in intentional misconduct, nor knowingly violated any law, nor derived any improper personal benefit. The Corporation shall enact policies to ensure that the producers of programming (a) Assume full responsibility for content they provide, including agreeing to adhere to all policies of the Corporation and relevant law, and (b) Hold harmless and indemnify the Corporation and the City of Portsmouth, New Hampshire, from any damages, monetary or otherwise, that may arise from the transmission, or failure to transmit, programming.

#### **Section 8.02 – Directors and Officers Liability Insurance**

The Corporation shall purchase and maintain on behalf of any person who is or was a Director, Officer, Employee or Agent of the Corporation, comprehensive all-risk liability insurance, including Director's and Officer's insurance, and other such forms of insurance as the Directors shall determine. Officers of the Corporation shall review insurance coverage annually. Notwithstanding any contrary provision herein, each current and former Director, Director, Officer, Employee or Agent of the Corporation shall be indemnified and shall be held harmless for any act or omission committed or omitted in good faith, to the fullest extent allowed by law.

#### **Section 8.03 – Non-Liability**

Directors and Officers of the Corporation shall not be liable to the Corporation for monetary damages for any breach of fiduciary duty, to the full extent permitted by Chapter 292 of the New Hampshire Revised Statutes Annotated, or under any future corresponding section of law. Pursuant to Section 508:16 of the New Hampshire Revised Statutes Annotated, as amended—or pursuant to any future corresponding provision of law—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 purposes of the Corporation.

### **ARTICLE IX – CONFLICT OF INTEREST POLICY**

#### **Section 9.01 - Conflict of Interest**

The Board members are bound by the requirements of N.H. RSA 7:19, II, and RSA 7:19-A and the provisions of the Internal Revenue Code and regulations (pertaining to pecuniary benefit transactions). The Board shall adopt at its initial meeting a Conflict of Interest Policy, which the Board shall review, amend as necessary and the Directors and officers shall sign annually.

## **ARTICLE X - DISSOLUTION**

### **Section 10.01 - Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the City of Portsmouth, New Hampshire, for a public purpose.

## **ARTICLE XI - AMENDMENTS**

### **Section 11.01 - Amendments**

These Bylaws may be altered, amended, or repealed; and new Bylaws may be adopted by a two thirds (2/3) majority vote of the Directors, at a duly noticed Annual or Special Meeting. However, in no event may any amendments be made which adversely affect the qualifications of the Corporation as a tax-exempt corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or corresponding section of any future federal tax code.

(These By-Laws were adopted by a two-thirds majority vote of the incorporators on \_\_\_\_\_.)

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
President

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