

BYLAWS

OKEMO VALLEY TV, CORPORATION

Adopted June 15, 2001

AMENDED June 30, 2005

AMENDED May 31, 2006

AMENDED July 16, 2014

AMENDED June 16, 2016

AMENDED May 30, 2017

AMENDED April 25, 2018

ARTICLE I: OBJECTIVE & ACTIVITIES

Section 1: Name

The name of the corporation shall be Okemo Valley TV Corp. and shall be incorporated as a 501c3 non-profit corporation under the laws of the State of Vermont.

Section 2: Objectives

The objectives of Okemo Valley TV shall be:

1. To enable, support and promote the production and distribution of Public, Educational, and Governmental (PEG) access television programs by and for educational, charitable, social service, religious, governmental, electoral or non-profit organizations; residents of, or members of a non-profit group which operates or represents constituents in the Towns within Okemo Valley TV's designated service area.
2. To distribute these programs on PEG access cable television channel(s) and other publicly accessible electronic media, as deemed appropriate.
3. To provide for care and custody of equipment, facilities and programs owned or used by Okemo Valley TV.
4. To seek and receive donations and grants from public and private sources, in order to meet the expenses of aforementioned purposes.
5. To exercise any other rights or responsibilities incidental to or associated with the aforementioned purposes and in accordance with applicable law.

Okemo Valley TV is formed pursuant to the Vermont Non-Profit Corporation Act, Title 11 Part B, Vermont Statutes Annotated. Okemo Valley TV is not organized for pecuniary profit. It shall not have power to issue certificates of stock or to declare dividends. No part of the net earnings of Okemo Valley TV shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that Okemo Valley TV shall be authorized to and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. No substantial part of the activities of Okemo Valley TV shall involve propaganda or other activities aimed at influencing legislation. Okemo Valley TV shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles, Okemo Valley TV shall partake in any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501c(3) of the Internal Revenue Code of 1954 or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law).

Section 3: Activities and Responsibilities of Okemo Valley TV

In order to achieve its objectives, Okemo Valley TV shall, among other things:

1. Train community members in the effective use of electronic media, and distribute the resultant content by appropriate means.

2. To the extent possible and practical after the above goal has been reached, procure and produce community-based electronic media.
3. Acquire through gift, fundraising and purchase, equipment and facilities necessary for meeting the objectives outlined above, and to hold, manage, and convey these assets in a fiscally responsible manner.
4. Cooperate with applicable telecommunications providers in Okemo Valley TV's designated service area, with municipal officials, and the public (e.g. "community members").
5. Schedule use of the access channel(s), facilities, and equipment, and promulgate operating rules and procedures which will minimize conflicts arising from such use.
6. Educate community members about the activities and needs of Okemo Valley TV.
7. To monitor, insofar as it is consistent with OKEMO VALLEY TV's mission and objectives, the cable service provider(s) regarding its/their compliance with its/their obligation(s) to provide for PEG access services.

ARTICLE II: MEMBERSHIP & BOARD OF DIRECTORS

Section 1: Members

Okemo Valley TV encourages community members to be involved in the support of its operations through membership. The following individuals are entitled to Okemo Valley TV membership: Any resident of the Okemo Valley TV service area, anyone attending or employed by a school within the service area, any elected official serving constituents within the service area, employees of the municipalities within the service area, or any member of a non-profit organization serving the area.

Section 2: Directors

To be eligible to serve on the Board of Directors, one must be a resident of one of the Towns in Okemo Valley TV's designated service area.

The Board of Directors shall consist of no less than five and no more than fifteen members. All Directors shall be elected to serve three-year terms. Fewer than 50% of the Board of Directors' terms may expire each year. A Director may serve consecutive terms if duly elected.

The Board of Directors shall be elected at the annual meeting. Voting may take place in person at the annual meeting or by ballot during a period leading up to the annual meeting, as determined by the Nominating Committee.

Should a vacancy occur, the Board may elect or appoint another eligible member to serve as a Director for the remaining portion of the term vacated until the next election, at which time the position will be elected through the voting process. Each Director shall hold office until his or her successor has been duly elected or until his/her death, resignation, or removal in the manner hereinafter provided.

All Directors must sign and submit a Code of Ethics document prior to carrying out any duties associated with their terms, verifying that they will be acting in the interest of the organization and abide by its policies while conducting organizational business.

Section 3: Removal

Any Director found to be in violation of Code of Ethics will be subject to removal from the Board. No Director may be removed from the Board without cause. Removal shall be by a $\frac{3}{4}$ majority vote of Board Members, acting at a meeting, notice for which specifies that such a removal is to be considered and voted upon.

Section 4: Purpose and Authority

The Board of Directors shall carry out and/or delegate the purposes and functions as set forth in its Articles of Incorporation, as filed with the Vermont Secretary of State's Office, in its policies & procedures, in these Bylaws, and in accordance with any majority vote of the Board of Directors acting in a duly-called public meeting where a quorum is present. Board of Directors shall be ultimately responsible for the property and affairs of the corporation, and shall promulgate effective and equitable operation, fiscal and personnel policies to be enforced by the Board and the chief executive staff, or others, as directed by the Board.

Section 5: Governance

These By-Laws are the primary authority in the governance of the Board of Directors.

The Board of Directors adopts Robert's Rules of Order as its parliamentary authority in all cases to which they are applicable and in which they are consistent with these By-Laws and any special rules of order the corporation may adopt.

Section 6: Meetings

The Board of Directors shall hold meetings at such times and locations as shall be determined. Board meetings shall be held in compliance with Vermont Open Meeting Law (Title 1 of Vermont State Statutes Annotated). As such, Board meetings are open to the public, apart from executive sessions convened to consider personnel, legal, and contractual matters.

Notice of all Board of Directors meetings shall be given by the Secretary, or a designee, to all Board members in writing at least five days prior to the meeting. Public notice for all meetings shall also posted by Okemo Valley TV by means deemed appropriate.

Actions taken by the Board of Directors in all Board meetings will be recorded in meeting minutes by the Secretary. Meeting minutes will be distributed within ten business days to all Board members and the Chief Executive. Meeting minutes will be made publicly available and posted by Okemo Valley TV, by means deemed appropriate.

The Annual Meeting and elections shall be held on or before June 30, prior to 7PM. The meeting must be warned no later than thirty days prior. All ballots for Board of Directors elections will be due prior to or during the Annual Meeting.

Section 7: Quorum and Voting

A simple majority of the Board of Directors shall constitute a quorum. All decisions made by the Board shall be made by majority vote of the-sitting Board members present at a warned meeting. Voting by electronic means, such as by email and telephone, may be permitted on a case-by-case basis, as granted by the acting President, to address immediate need. Voting on Board-related matters by proxy shall not be permitted.

Section 8: Conflict of Interest and Other Rules

The Board shall adopt rules regarding conflicts of interest, and may adopt other rules governing order at meetings and other matters as it deems appropriate. No employee of a cable television company operating within Okemo Valley TV's service area may serve as a Director.

ARTICLE III: OFFICERS AND COMMITTEES

Section 1: Officers

The Officers of Okemo Valley TV shall be a President, Vice-President, Treasurer and Secretary and such other Officers as the Board from time to time may determine, who shall all serve without

compensation. The Officers shall be elected from the Board of Directors at its first meeting following the Annual Meeting. The officers shall serve for a term of one year, or until their successors are duly qualified and elected. Should a vacancy occur, the Board may elect another eligible person to serve as an Officer for the unexpired portion of the term.

The duties of the Officers are as follows:

President: The President shall preside at all Board of Directors meetings. The President shall be an ex-officio member of all committees, except the Nominating Committee. S/he shall have the usual powers of supervision and management as may pertain to the office of the President, and perform other such duties as may be designated by the Board.

Vice President: The Vice President shall share duties with the President as delegated by the President. In the absence or disability of the President, the Vice President shall preside at meetings and assume any other responsibilities as designated by the Board.

Secretary: The Secretary shall keep and distribute in a timely fashion a written record of all Board of Directors meetings, including the Annual Meeting. Distribution of the meeting minutes shall be to members of the Board of Directors. In addition, copies will be kept on file for public inspection. In the absence or disability of the Secretary, the Board shall appoint an acting Secretary.

Treasurer: The Treasurer shall be bonded or the organization shall otherwise provide applicable insurance coverage as deemed appropriate by the Board. S/he shall oversee the Board of Directors' fiduciary responsibility as it pertains to the corporation's operating and capital finances.

Section 2: Nominating & Elections Committee

The Board of Directors shall appoint a Nominating & Elections Committee to solicit and propose candidates to fill any vacancies and seek nominations from those eligible for the Board of Directors. The Nominating & Elections Committee will ensure compliance with the following:

1. Warn the election and solicit candidates for election to the Board by announcements on the PEG channels, Okemo Valley TV's website and other electronic media outlets, as well as in at least one newspaper of general circulation in the Okemo Valley TV service area.
2. Provide all potential candidates with information that delineates the organization's expectations and responsibilities of a Board member.
3. Coordinate in cooperation with Okemo Valley TV's staff the production and telecast of video campaign statements by interested candidates.
4. Make a ballot available to community members. Physical ballots will be made available at specific locations and for download on the Okemo Valley TV website.
5. Determine and publicly declare the results of the election.
6. Election procedures must be coordinated and made public.

Section 3: Election Procedure & Voting

1. All full time or part time residents age 14 and over residing in the Okemo Valley TV service area are eligible to vote for the Board of Directors.
2. Eligible voters will be informed where ballots are available.
3. Each ballot must be signed by the voter in order to be counted.
4. The voting process will be open for a pre-determined period of time leading up to the Annual Meeting. All ballots are due prior to or during the Annual Meeting.
5. Each ballot will be placed in an envelope and sealed with only one ballot per envelope. If ballots arrive at the office that are not in an envelope, the staff present will provide an

envelope to the voter(s) presenting the ballot. The Executive Director or Chief Executive or his/her designee(s) will place all received ballots in a secure location.

6. During the Annual Meeting the votes will be tallied by members of the Nominating and Elections Committee and any additional Board members, excluding any members who are on the ballot and/or being considered for election.
7. The candidates who receive the most votes for the available positions will be declared the winners.
8. The chairperson of the Nominating and Elections Committee will notify all candidates of the election results within 3 days.

Section 4: Special Committees

Special Committees may be appointed by the Board, or the President, to carry out activities in furtherance of Okemo Valley TV's purposes and objectives. The Board shall oversee all affairs of any Special Committees.

Section 5: Staff

The Board may provide for the employment and compensation of persons and employees to perform the activities of Okemo Valley TV, including a chief executive. The Board shall oversee all affairs of staff. No person may be employed as staff and concurrently occupy the position of Director or Officer. A chief executive shall serve as an ex-officio member of the Board. However, s/he will not have voting privileges pursuant to his/her role on the Board.

ARTICLE IV: AMENDMENTS

These By Laws may be altered, amended, or repealed and new By Laws may be adopted by a vote of not less than two-thirds (2/3) of the members of the Board at any regular meeting or special meeting. Thirty days written notice and a copy of the proposed amendment(s) must be provided to all members of the Board of Directors. The notice and proposed amendment(s) must also be made publicly available.

ARTICLE V: INDEMNIFICATION

Okemo Valley TV shall, to the extent legally permissible, indemnify each of its Directors and Officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonable incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which s/he may be involved or with which s/he may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or Officer, except with respect to any matter as to which s/he shall have been adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of Okemo Valley TV; provided, however, that as to any matter disposed of by a compromise payment by which such director or Officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved of as being in the best interest of Okemo Valley TV after notice that it involves indemnification; a) by a disinterested majority of the Director then in office; or b) by a majority of the disinterested Directors then in office after Okemo Valley TV has received an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of Okemo Valley TV. Expenses, including counsel fees reasonably incurred by any such Director or Officer in connection with the Defense or disposition of any such action, suit or other proceeding, may be paid from time to time by Okemo Valley TV in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to Okemo Valley TV if s/he is not entitled to indemnification as stated above. The right of the indemnification hereby provided shall not be

exclusive of or affect any other rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law.

IN WITNESS WHEREOF, the duly authorized representatives of the Board of Directors of Okemo Valley TV Corporation certify the adoption of and enroll these Bylaws by signing where indicated below.

President Signature Dated:

Secretary Signature Dated: