

BY-LAWS
of
Holliston Cable Access, Inc.
(A non-Profit Corporation)

Adopted 1985
As Amended September 25, 2003
As Amended August 9, 2004

HOLLISTON CABLE ACCESS, INC.
(A Non-Profit Corporation)

ARTICLE I
OFFICES

The principal office of the Corporation shall be located in the Town of Holliston, County of Middlesex and Commonwealth of Massachusetts. The Corporation may also have such offices at such other places within or without the Commonwealth of Massachusetts as the Board of Directors may from time to time determine.

ARTICLE II
MEMBERS

1. (a) The persons signing the certificate of Incorporation as Incorporators shall be the first members of the Corporation, unless they have resigned as such members or unless membership shall have otherwise been terminated. Thereafter all persons or organizations who are paid subscribers to the Community Antenna Television System in Holliston shall be eligible for membership. The Board of Directors shall prescribe by resolutions or by rules and regulations duly adopted the manner of admission into membership of such eligible persons and organizations. All such resolutions or rules or regulations relating to members adopted by the Board of Directors shall be affixed to the By-Laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules or regulations adopted by the Board of Directors may prescribe, with respect to all members, the rights, liabilities and other incidents of membership, provided, however, no fees, dues, assessments, fines and/or penalties shall be assessed to members.

(b) The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, cancellation or expiration of subscription to Cable Antenna Television System, or dissolution or liquidation of the Corporation.

2. (a) The Annual Meeting of the members of the Corporation shall be held on such date or dates as shall be fixed from time to time by the Board of Directors. The first Annual Meeting shall be held on September 26, 1985. Each successive Annual Meeting shall be held on the fourth Thursday in September. Special Meetings of members may be held on such date or dates as may be fixed by the Board of Directors from time to time and also by members as shall be permitted by law or by-law.

(b) Any Annual or Special Meeting of members may be held at such place within Holliston as the Board of Directors may from time to time fix. In the event the Board of Directors shall fail to fix such place and time, or in the event members are entitled to call or convene a Special Meeting in accordance with law or by-law, then, in such event, such meeting shall be held at the principle office of the Corporation.

(c) Annual or Special Meetings of members may be called by the Board of Directors or by any officer of the Corporation instructed to do so by the Board of Directors, except to the extent Directors may be required by law or by-law to call a meeting, and shall be called by the Clerk on behalf of the members, when required to do so by law or by-law.

(d) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting by (a) public posting on the Town of Holliston official bulletin board located in Holliston Town Hall, and by transmission over the local access television channel; and by (b) either publication in a general circulation newspaper on two occasions preceding said meeting, or by direct mailing to each member at his or her address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Clerk. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting. If announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting shall constitute a Waiver of Notice by such member. Any Notice of Meeting to members relating to a meeting at which any change in the By-Laws will be proposed shall include a concise statement of the change or changes proposed.

(e) At every meeting of members there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request thereafter, any member who has given written notice to the Corporation, which request shall be made at least five (5) days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons appearing thereon to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

3. At such Annual Meeting of members the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of members.

4. (a) Meetings of the members shall be presided over by the following officers in the following order of seniority: Chairman of the Board, Vice-Chairman of the Board, President, Executive Vice-President, Vice-President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Clerk or an Assistant Clerk shall act as Clerk of every

meeting. When neither the Clerk nor the Assistant Clerk is available, the Chairman may appoint a Clerk of the Meeting.

(b) The order of business at all meetings of members shall be as follows:

1. Roll Call
 2. Reading of the minutes of the preceding meeting.
 3. Report of standing committees.
 4. Officers' Reports.
 5. Old Business.
 6. New Business.
5. Every member may authorize another person to act for him or her by proxy in all matters in which a member may participate, including waiving notice of a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his or her attorney in fact, and shall be revocable at the pleasure of the member without executing it, except as otherwise provided by law or by-law. Except as otherwise provided by law or by-law, no proxy shall be valid after the expiration of eleven (11) months from its date.
6. The Directors may, but need not, appoint one (1) or more Inspectors to act at any meeting or any adjournment thereof. If Inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint Inspectors. Each appointed Inspector shall take and sign an oath to faithfully execute the duties of Inspector with strict impartiality and according to the best of his or her ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The Inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots and consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The Inspectors shall make a report in writing of all matters determined by them with respect to such meeting.
7. Except as otherwise provided by law or by-law, ten (10) members shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of Directors, a plurality of the votes cast shall elect. Except to the extent otherwise provided by law or by-law, all other action shall be by a majority of the votes cast.
8. The record date for the purpose of determining the members entitled to notice of a meeting shall be the day immediately preceding the day on which such notice is issued. The record date for determining the members entitled to vote at a meeting shall be the fifth day immediately preceding the date of such meeting. The Board of Directors shall determine the record date for determining members for all other purposes not previously specified herein.

9. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law or by-law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

ARTICLE III BOARD OF DIRECTORS

1. The Corporation shall be managed by a Board of Directors. Each Director shall be a member of the Corporation during his or her directorship. The Board of Directors shall consist of seven (7) persons. The number of Directors may be increased or decreased by action of the members. No decrease shall shorten the term of any Director then in office.

2. The first Board of Directors shall consist of the three (3) Incorporators of the Corporation or three (3) persons elected by the Incorporators, three (3) persons appointed by the Board of Selectmen of the Town of Holliston, and one person chosen by the foregoing six (6) persons. The initial (3) Directors elected by the Incorporators shall serve for terms of three (3), two (2) and one (1) years respectively and shall be so designated. The initial three (3) Directors appointed by the Board of Selectmen shall serve for terms of three (3), two (2) and one (1) years respectively and shall be so designated. The seventh Director elected by the other six (6) shall serve for a term of three (3) years. Directors elected for one year terms shall serve until the second Annual Meeting of members, and until their successors have been duly elected and qualified. Directors elected for two (2) year terms shall serve until the third Annual Meeting of members, and until successors have been duly elected and qualified. Directors elected for three (3) year terms shall serve until the fourth Annual Meeting of members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of members, the membership shall elect one (1) director to hold office for a term of three (3) years, which term shall expire on the date of the applicable Annual Meeting of members. In the case of Directors appointed by the Board of Selectmen, said Board shall annually and not later than September 30, appoint a director to hold office for a term of three (3) years. Each Director shall hold office until the expiration of the term for which he or she was elected or appointed and qualified, or until his or her prior resignation or removal as hereinafter provided.

3. The Board of Directors may remove, for cause only, only those Directors chosen by the members or by the Board itself. A Director may resign at any time by giving written notice to the Board of Directors or to the Clerk of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board of Directors or the Clerk. Acceptance of such resignation shall not be necessary to make it effective. The Board of Selectmen may remove, with or without cause, those Directors appointed by the Board of Selectmen.

4. Vacancies in the Board of Directors created by resignation, death, cancellation or expiration of subscription to the Cable Antenna Television System or removal by the Board of Directors for cause shall be filled by appointment by the remaining members of the Board or, in the case of a Director appointed by the Board of Selectmen, by said Board of Selectmen. The appointment shall be by vote of the Board of Directors and four (4) votes shall be necessary to successfully appoint. No such appointment shall be made by the Board of Directors where such vacancy occurs less than sixty (60) days prior to the next Annual Meeting of the members. All such appointments by the Board of Directors shall be for the period expiring at the next Annual Meeting of the members, at which time a Director will be elected to fill the remaining unexpired term, if any, created by such vacancy. Vacancies in the Board of Directors created by resignation, death, cancellation or expiration of subscription to the Community Antenna Television System or removal by the Board of Selectmen shall be filled by appointment by the Board of Selectmen. Any such appointment shall be for the then unexpired term created by such vacancy.

5 (a) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or a majority of the Directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of the meeting. The requirement for furnishing notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him or her.

6. Except to the extent provided herein or in the Certification of Incorporation, a majority of the entire membership of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more Directors a quorum shall consist of a majority of the Directors exclusive of the Directors to be removed. In the case of a vacancy on the Board of Directors, a quorum shall consist of a majority of the Directors in office. A majority of the Directors present, whether or not it is a quorum, may adjourn a meeting to another time and place. Except to the extent provided by law or by-law, the act of the Board of Directors shall be by a majority of the Directors present at the time of the vote, a quorum being present at such a time. Any action authorized by resolution, in writing, by all the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by a unanimous vote at duly called meeting of the Board.

7. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there is no Chairman or in his or her absence, the Vice-Chairman, shall

preside or in his or her absence, the President shall preside or, in his or her absence, any other Director chosen by the Board, shall preside.

8. The Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law or by-law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE IV OFFICERS

1. The Board of Directors may elect or appoint a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, a President, an Executive Vice-President, one (1) or more Vice-Presidents, a Clerk, one (1) or more Assistant Clerks, a Treasurer, one (1) or more Assistant Treasurers, and such other officers as they may determine. The President may but need not be a Director. Any two (2) or more offices may be held by the same person except the offices of President and Clerk.

2. Each officer shall hold office until the Annual Meeting of the Board of Directors, and until a successor has been duly elected and qualified. The Board of Directors may remove any officer with or without cause at any time.

3. (a) The President shall be the Chief Executive Officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

(b) During the absence or disability of the President of the Corporation, the Executive Vice-President, or, if there be none, a Vice-President designated by the Board of Directors, shall have all of the powers and functions of the President. The Executive Vice-President and the Vice-President or Vice-Presidents shall perform such other duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when countersigned by the President; the Treasurer may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors. The Board of Directors shall establish signing authorities and appropriate signing limitations for all checks, drafts, notes and orders for the payment of money. Signing authority shall be limited to Officers or Directors of the Corporation.

(d) The Clerk shall keep the minutes of the Board of Directors and the minutes of the members. The Clerk shall have custody of the seal of the Corporation, and shall affix and

attest the same to the documents duly authorized by the Board of Directors. The Clerk shall serve all notices of the Corporation which shall have been authorized by the Board of Directors, and shall have charge of the books and records of the Corporation.

ARTICLE V
MISCELLANEOUS

1. The Corporation shall keep at the principle office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors and any committee appointed by the Board of Directors, as well as a list or record containing the names and addresses of all members.
2. The Corporate seal shall be in such form, as the Board of Directors shall from time to time prescribe.
3. The fiscal year of the Corporation shall be July 1st through June 30th.
4. All by-laws of the Corporation, except Article III, Sections 1 through 4 inclusive and this Section, shall be subject to alteration or repeal, and new by-laws may be made, by a two-thirds (2/3) vote of the members entitled to vote and represented at a meeting of the members called for such purpose. The provisions of Article III, Sections 1 through 4 inclusive and this Section may be altered or repealed by said two-thirds (2/3) vote provided the Board of Selectmen has, prior to said two-thirds (2/3) vote, approved such alteration or repeal.
5. The Board of Directors shall have an independent accounting firm prepare the annual financial statements and tax returns.
6. Dissolution of the Corporation shall be in accordance with the Articles of Organization.