

**BY-LAWS OF**

**LOWELL**

**TELECOMMUNICATIONS**

**CORPORATION**

**As Approved**  
**by the Board of Directors**  
**January 18, 2018**

# **By-Laws**

## **Lowell Telecommunications Corporation**

### ARTICLE 1     NAME, PURPOSES, POWERS AND RELATED MATTERS

1.1     The name of the Corporation shall be Lowell Telecommunications Corporation and shall hereinafter in these By-laws be referred to as the Corporation".

1.2     The location of the Corporation's principal office is at 246 Market Street, First Floor East, Lowell, Massachusetts, 01852. The mailing address for the Corporation is 246 Market Street, Lowell, Massachusetts, 01853-0803. Phone: 978- 458-5400; FAX: 978- 937-0361, website: www.LTC.org.

1.3     The purpose of the Corporation shall be as set forth in the Articles of Organization and these By-laws, and shall be exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

1.4     The powers of the Corporation and of its Directors, Officers, Committees and Members, and all matters concerning the conduct and regulation of the affairs of the Corporation and the manner in which, and the officers and agents by whom, its purposes may be accomplished shall be governed by such provisions in regard thereto, if any, as are set forth in the Articles of Organization and these By-laws.

1.5     All references in these By-laws to the Articles of Organization shall be constructed to mean the Articles of Organization as from time to time amended.

### ARTICLE 2     THE MEMBERS

#### 2.1     Eligibility

All residents of the City of Lowell are eligible for Membership in the Corporation. Additionally, educational, governmental, health care, arts, religious, business, civic, and other entities which are based in or serve Lowell residents, shall be eligible for Membership.

#### 2.2     Qualifications for Voting and Podcast Memberships

There are two classes of memberships in LTC, Voting Memberships and Podcast Memberships.

Voting Membership in the Corporation is open to anyone who either resides in Lowell, attends school in Lowell, works in Lowell, or has a place of business in Lowell. Voting Membership categories are Individual, Family, Non-Profit Organization or Business. A Voting Membership is considered valid by anyone who demonstrates their interest in the affairs of the Corporation by:

- a. Completing, and returning to the Corporation, an appropriate Membership Application Form;
- b. Paying the prescribed Membership dues, by category, as they are from time to time established by the Board of Directors;
- c. Attending an LTC Orientation Session; and,
- d. Signing the Agreement with the LTC Operational Rules and Procedures.

Podcast Memberships are open to anyone who does not qualify for a Voting Membership, and who

demonstrates an interest in producing a podcast that will be posted on the LTC podcast webpage. Podcast Members may reserve podcasting equipment and facilities and will have access to the podcast webpage. They may not reserve other LTC equipment or facilities, except for meeting space requested specifically to prepare for their podcast production.

Podcast Members are not eligible to vote at Membership meetings. A person may become a Podcast Member by:

- a. Completing, and returning to the Corporation, an appropriate Membership Application Form;
- b. Paying the prescribed Membership dues, by category, as they are from time to time established by the Board of Directors;
- c. Attending an LTC Podcast Orientation Session; and,
- d. Signing the Agreement with the LTC Operational Rules and Procedures.

All further reference in the by-laws to Members refers to Voting Members only.

### 2.3 Annual Meeting of Members

The Annual Meeting of Members shall be held in Lowell in November of each year for the purpose of electing Directors and transacting such other business as may properly come before the meeting. The time and place of the Annual Meeting shall be determined by the Corporation's Board of Directors, and Members shall be notified of each meeting as provided herein. The meetings of the Corporation shall follow the rules of meetings as proscribed in Roberts Rules of Order.

### 2.4 Special Meetings of Members

Special Meetings of Members shall be called by the President upon request of the Board of Directors or upon written request therefore submitted to the Corporation by not less than one-tenth of all Members entitled to vote at such a meeting.

### 2.5 Notice of Meetings

A written notice of every annual or special meeting of the Corporation, stating the place, date, hour, and purpose shall be given not less than ten (10) nor more than thirty (30) days before the date of the meeting to each Member entitled to vote at such meeting at his or her address as it appears upon the records of the Corporation. Notice shall be displayed several times, in varying day parts, on the cable television channel managed by the Corporation during the time period described above.

### 2.6 Quorum of Members

At least 20 members present and entitled to vote, shall constitute a quorum at any annual or special meeting of Members.

### 2.7 Meetings of the Board of Directors Open to the Public

All meetings of the Board of Directors shall be open to the public unless the Board, in its discretion, shall determine to close the meeting for one of the reasons as specified in Chapter 39, section 23A and 23B of the General Laws of the Commonwealth which governs when certain governmental agencies may hold closed meetings and is adopted by the Corporation, for purposes of this section only, as a guideline for the conduct of meetings of the Board of Directors. Whenever the Board of Directors determines to hold a closed meeting, it shall publicly specify its reasons for closing the meeting. However, the posting of notices of meetings and notices to Directors shall be in conformity with these By-laws and not necessarily

the requirements of Mass. Gen. L., Chapter 39, and furthermore, nothing in these By-laws shall preclude the Directors from taking action through written unanimous consent.

## 2.8 Procedure for Voting

A quorum shall be present for a vote to occur.

## 2.9 Members' Dues

The Board of Directors may, from time to time, adopt a schedule of annual dues. Dues shall be maintained at a level reasonably intended to cover the direct costs of: maintaining the Membership rolls; providing for participation by the Membership in the governance of the Corporation; and, communicating the Corporation's activities to the Membership; including the use of printed materials such as a newsletter or a program guide.

# ARTICLE 3 BOARD OF DIRECTORS

## 3.1 Powers

The Board of Directors shall have and may exercise all of the powers of the Corporation. Any specific delegation herein or charge to the Board shall not be construed to limit the Board's powers to exercise all powers of the Corporation.

## 3.2 Tenure and Qualifications

The Board of Directors shall consist of not less than fifteen (15) persons, nor more than twenty-three (23) persons.

The Board shall be appointed or elected as follows: Twenty percent (20%) of the Membership of the Board of Directors shall be appointed by the City Manager of the City of Lowell; twenty percent (20%) of the Membership of the Board of Directors shall be appointed by the City Council of the City of Lowell, one of whom shall be the chairperson of the City Council Cable TV Sub-committee; ten percent (10%) of the Membership of the Board of Directors shall be appointed by the School Committee of the City of Lowell; and, fifty percent (50%) of the Membership of the Board of Directors shall be elected by the Corporation's Membership.

The term of a Director shall consist of three (3) years, with the option to be elected or appointed for a second three (3) year term. This shall constitute a term limit of two consecutive terms; a Director can be reelected or reappointed after a minimum of one (1) year off the Board. This will reset the term limit for that Director.

## 3.3 Nomination and Election Process of Directors Elected by the Members

Directors shall be selected in the following manner: no earlier than ninety (90) days nor later than seven (7) days prior to the annual meeting of the Corporation, the Board Development Committee shall notify individually through email or other electronic means and public posting in writing all Members of the Corporation of the upcoming elections and shall request suggested nominees. The Board Development Committee shall be charged with the responsibility of compiling a slate of candidates from these submissions for election to the Board. In addition to the candidates selected by the Board Development Committee, any Member may become a candidate for election to the Board of Directors by presenting to the Board Development Committee a resume and letter of intent. Such candidates will be added to the

slate of candidates to fill vacancies on the Board of Directors. In the event the Board Development Committee fails to present a full slate of candidates to fill all vacancies on the Board, nominations will be accepted from the floor. Those nominees receiving the largest vote shall be seated on the Board of Directors for the longest terms in a descending order until all vacant seats are filled. At the conclusion of the Annual Meeting of the Membership, any remaining vacancies on the Board shall be filled by the Board in due course as proscribed herein.

### 3.4 Removal of Directors, Vacancies

Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without significant excuse will be removed from the Board of Directors.

A Director may resign by delivering his or her written resignation to the Corporation at its principal office or to the President of the Board, or by presenting his or her resignation in person at a Board meeting. Such resignation shall be effective upon its acceptance by the Board of Directors.

Any vacancy on the Board of Directors shall be filled in the same manner as originally appointed or elected. Such a replacement Director shall serve until the end of the unexpired term of the person whose absence caused the vacancy to exist.

### 3.5 Disqualification

No Member of the Corporation's staff or applicant for a position with the Corporation shall serve as a Member of the Board of Directors. No close relative of the Corporation's staff may serve as a Member of the Board of Directors nor shall any close relative of a Member of the Board of Directors be an employee of the Corporation.

### 3.6 Schedule of Meetings

The Board of Directors shall hold at least four (4) regular meetings, with a target of six (6) regular meetings during each fiscal year of the Corporation.

The Board of Directors may hold special meetings whenever requested by the President or by one third (1/3) or more of the Directors.

The Clerk shall cause written notice of the regular and any special meetings to be mailed, emailed, or delivered to each Director at least five (5) days before the date of the meeting, unless all of the Directors attend or sign a written waiver notice.

### 3.7 Quorum of Directors

At any meeting of the Board of Directors, a quorum shall consist of 50% of the Directors in good standing.

### 3.8 Action of the Board of Directors

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Corporation's Articles of Organization, or these By-laws.

### 3.9 Compensation of Directors

Directors shall not be compensated for their services as Directors other than the reimbursement of reasonable and necessary expenses incurred in the performance of such services. However, nothing herein shall preclude any Director from serving the Corporation in any other non-staff capacity and receiving compensation therefor. The terms and circumstances of any such compensation must be fully disclosed, in writing, to the Board of Directors and must be approved by an affirmative two-thirds' vote of the Board of Directors.

## ARTICLE 4 OFFICERS

### 4.1 Appointment

Officers shall be elected by the Board of Directors. The officers of the Corporation shall consist of a President, Vice President, Treasurer, Clerk/Secretary, and such other officers as the Board of Directors may deem desirable. All officers shall be elected by the Board of Directors from the Board of Directors. No person shall hold more than one office at any one time. Each officer of the Corporation shall be elected annually at the meeting following the annual meeting and shall hold office until the meeting following the annual meeting of the Corporation, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

The Board of Directors may remove from office any officer by a vote of two-thirds (2/3) at the next regular meeting of the Board. A vacancy in any office may be filled by vote of the Board of Directors. Officers shall not be compensated for their services as Officers of the Corporation.

### 4.2 President

The President shall preside at all meetings of Members and Directors. The President shall nominate the chairpersons of all other committees.

### 4.3 Clerk

The Clerk shall issue notices of all meetings of the Board of Directors, and shall also be responsible for all general correspondences of the Board. The Clerk shall perform all duties incidental to the office of the Clerk and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

### 4.4 Treasurer

The Treasurer shall be responsible for the custody of the corporate funds; keeping full and accurate accounts of receipts and disbursements to the Corporation; depositing all monies in the name of the Corporation in such depositories as may be designated by the Board of Directors; and shall furnish a monthly financial statement and an annual statement of all receipts and disbursements of the Corporation to the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond.

## ARTICLE 5    COMMITTEES

### 5.1    Standing Committees

The Standing Committees of the Board of Directors shall be as follows:

- a.     Executive Committee
- b.     Fundraising Committee
- c.     Board Development Committee
- d.     Finance Committee

### 5.2    Appointment and Duties of the Standing Committees

Committee chairpersons shall be nominated by the President and elected by majority of the Board of Directors present and voting. The Members of each standing Committee shall be nominated by the President, after consultation with the chairpersons of such committee. The President shall select Members so that Committee composition shall reflect the diversity of interests and neighborhoods in the City of Lowell. Committees shall develop relevant policy recommendations for Board consideration. Chairpersons of Committees are responsible for keeping minutes of their meetings and furnishing reports as requested.

### 5.3    Executive Committee

The Executive Committee will consist of the President, Vice President, Clerk/Secretary, Treasurer, and the Chairs of the Standing Committees. The Executive Committee will ensure strategic use of Board time and Executive Director effectiveness. It will act on behalf of the full Board when immediate action is necessary in the interim between regular Board meetings. It will aid and advise the Executive Director in all matters concerning the affairs of the agency, and conduct an annual Executive Director performance and compensation review. The Executive Committee will evaluate Board performance and Board member satisfaction. It will design Board meeting agendas to review past performance and align to strategic direction, and appoint ad-hoc committees or task forces as needed.

### 5.4    Fundraising Committee

The primary work of the Fundraising Committee is to provide philanthropic leadership, to advise the Board on developing a culture of philanthropy, and to report to the Board the measured progress of philanthropy based on an annually adopted fundraising plan. Key Activities are to develop philanthropic goals for each member of the board and educate the board about fund development to help the board articulate the case for philanthropic support directed at specific audiences. The Committee will demonstrate leadership in charitable giving, including solicitation, to LTC.

It will collaborate with staff in the development of an annual fundraising plan, for board approval, that incorporates appropriate elements including reasoned and measurable goals for annual fund, board giving, corporate and foundation support, events, individual donor solicitation, planned giving, and capital campaigns. It will also develop and recommend philanthropy and fund development policies to the board for action and report to the board on measurable results and evaluate return on investment (ROI)

compared to the fundraising plan.

#### 5.5 Board Development Committee

The primary purpose of the Board Development committee is to ensure that the Board of Directors is constantly identifying and recruiting candidates that strengthen governance capability, philanthropy, and support strategy. The Committee will manage the terms and board matrix to ensure a full and capable Board. They will develop a process to manage board development, enrollment and succession.

The Board Development Committee shall solicit the names of nominees for the Member Representatives on the Board of Directors from the general Membership and will prepare a slate of candidates to fill vacancies.

#### 5.10 Other Committees

The Board of Directors may, by Majority vote, create such other committees and delegate such responsibilities to those committees as shall be considered desirable and permissible from time to time.

#### 5.11 Finance Committee

The primary purpose of the Finance Committee is oversight and direction of financial interests, investment, and position.. The Committee will review and approve the agency budget annually and financial statements quarterly. It will oversee and align investment activities and capital spending to strategic direction, and establish and monitor internal financial controls and policy. The Finance Committee will communicate and report to the Board any financial concerns, irregularities, and opportunities. The Finance Committee shall recommend to the Board the annual budget and shall regularly monitor the Corporation's expenses and income.

### ARTICLE 6 MISCELLANEOUS PROVISIONS

#### 6.1 Fiscal Year

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall be the twelve (12) months ending June 30th of any given year.

#### 6.2 Annual Financial Review

The account books of the Corporation shall be reviewed annually by an independent certified public accountant retained by the Board of Directors, and the report of such accountant shall be filled with the records of the Corporation.

#### 6.3 Execution of Corporate Instruments

Mortgages, bonds, notes and other evidences of indebtedness, shall carry the signature of the President and such other Officers of the Board of Directors which may be determined from time to time by resolution. Checks, deposits, rental agreements, contracts and such other instruments as the Corporation



may issue in the conduct of its daily business, shall carry the signature of the Executive Director and such other Officers as may be determined from time to time. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

#### 6.4 Amendments

Any part of all of these By-laws may be altered, amended, or repealed from time to time by a two-thirds' vote of the Board of Directors present at a regular or special meeting of the Board duly called for that purpose, provided that notice of the substance of the proposed alteration, amendment, or repeal shall be stated in a notice for such meeting mailed to the Board of Directors no less than ten (10) days before such meeting. Any such changes must be ratified at the next scheduled annual meeting. Notice of proposed changes must be sent with the notice of annual meeting pursuant to Section 5 of ARTICLE 2.

#### 6.5 Conflict of Interest

No Director or Officer of the Corporation may participate in the evaluation, review, or approval of any application for a grant or any other matter in which he or she has a direct personal interest. All grants and other transactions shall be conducted at arm's length and shall not violate the proscriptions in the ARTICLES OF ORGANIZATION, these By-laws, or any other applicable prohibition against the Corporation's use or application of its funds for private benefit. No such loan or transaction shall be entered into if it would result in denial of, or loss of, tax-exempt status under Section 501(c), 503, 504, or 509 of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended.

#### 6.6 Seal

The Board of Directors shall approve and adopt a corporate seal which shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal." The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

#### 6.7 Non-Discriminations

Selection of the Board of Directors, Officers of the Corporation, Members, volunteers, and staff shall not be based on race, color, religion, age, national origin, or sexual preference.

#### 6.8 Servicing Additional Municipalities

The Corporation may enter into agreements with other municipalities, access corporations, or cable television licensees to provide cable television access services and to share resources including, but not limited to, facilities, equipment, staff, and other resources, and may enter into other agreements to carry out activities consistent with the purposes of the Corporation. Such agreements should provide necessary resources to the Corporation to serve the particular municipality in question. Such agreements must be approved by the Board of Directors.

### ARTICLE 7    INDEMNIFICATION

7.1 To the fullest extent permitted by Chapter 180, Section 3 of Massachusetts General Laws as it exists or may be amended, each Officer and Director of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which he or she becomes subject by reason of his or her being or having been an Officer or Director at the time of the adjudication of such claim or liability.

7.2 The Corporation shall also indemnify such Officer or Director for any and all legal and other expenses reasonably incurred by him or her in connection with any actual or threatened action, suit, or proceeding to which he or she may be made a party by reason of his or her being, or having been, such an Officer or Director, whether or not he or she continues to be an Officer or Director at the time of incurring such expenses. No Officer or Director shall be indemnified against any action, claim, suit, or proceeding in which he or she shall be finally adjudged liable by reason of his or her own gross negligence or willful misconduct, and no such Officer or Director shall be indemnified against the cost of any compromise or settlement that shall be approved in any such alleged claim or liability, unless said compromise or settlement shall be approved in advance by the Board of Directors. The Corporation is empowered to purchase Directors' and Officers' Liability Insurance relative to this indemnification provision.  
**(d:\policy\bylaws3.wpd)**

LOWELL TELECOMMUNICATIONS CORPORATION

Action by Written Consent  
of the Board of Directors

December 22, 1992

The undersigned, being all of the Directors of Lowell Telecommunications Corporation, a Massachusetts corporation, does hereby adopt and consent to the following votes and actions and direct the Clerk to make this instrument a part of the records of the Board of Directors of this corporation:

1. VOTED: That the seal of this corporation shall be circular in form and have the words "LOWELL TELECOMMUNICATIONS CORPORATION" around the circumference thereof, and the words "Corporation" Seal 1992 Massachusetts" in the center thereof; and further
2. VOTED: To adopt and approve the banking resolutions with Enterprise Bank and Trust Company attached hereto as Attachment "A".

IN WITNESS WHEREOF, the undersigned, being all of the Directors of this corporation, have hereunto set their hands as of the day first above written.

George L. Duncan

Philip S. Nyman

Robert A. Redding, Jr.

LOWELL TELECOMMUNICATIONS CORPORATION

Notice of Action  
by the Board of Directors

**To be ratified by the Membership  
November 20, 1996**

The undersigned, acting on behalf of all of the Directors of Lowell Telecommunications Corporation, a Massachusetts corporation, do hereby give notice to the Membership of the following votes and actions taken on October 22, 1996, by the Board of Directors. Upon ratification by the Membership at the Annual Meeting of the Members, on November 20, 1996, we hereby direct the Clerk to make this instrument a part of the records of the Board of Directors of this corporation:

1. VOTED: To adopt and approve that an email address be added to '1.2, namely Agfp@world.std.com@;
2. VOTED: To adopt and approve that '2.3 be changed from:  
AThe Annual Meeting of Members shall be held on the second Wednesday of August . . .@ To AThe Annual Meeting of Members shall be held on the third Wednesday of November . . .@;
3. VOTED: To adopt and approve that '3.8 be changed from:  
AA majority of the Directors shall constitute a quorum . . .@, to AFifteen (15) Directors present shall constitute a quorum . . .@; and,
4. VOTED: To adopt and approve, that the sentence:  
AChecks, deposits, rental agreements, contracts and such other instruments as the Corporation may issue in the conduct of its daily business, shall carry the signature of the Executive Director and such other Officers as may be determined from time to time.@  
be added as the second sentence to '6.3.

IN WITNESS WHEREOF, the undersigned, being all of the Officers of this corporation, have hereunto set their hands as of the day first above written.

Dr. Carole Cowan, President

George Zaharoolis, Treasurer

Robert A. Redding, Jr., Clerk

LOWELL TELECOMMUNICATIONS CORPORATION

Notice of Action  
by the Board of Directors

**To be ratified by the Membership  
November 19, 1997**

The undersigned, acting on behalf of all of the Directors of Lowell Telecommunications Corporation, a Massachusetts corporation, do hereby give notice to the Membership of the following votes and actions taken on October 28, 1997, by the Board of Directors. Upon ratification by the Membership at the Annual Meeting of the Members, on November 19, 1997, we hereby direct the Clerk to make this instrument a part of the records of the Board of Directors of this corporation:

1. VOTED: To adopt and approve that the email address in ' 1.2, be changed to Aexec@ltc.org@ and that a World Wide Web URL be added, namely Ahttp://www.ltc.org@;
2. VOTED: To adopt and approve the creation of the office of Vice President, to be added as the new ' 4.3 with the following text.

ARTICLE 4 ' 4.1 (3rd Sentence)

The officers of the Corporation shall consist of a President, Vice President, Treasurer, Clerk, and such other officers as the Board of Directors may deem desirable.

ARTICLE 4 ' 4.3

AThe Vice President shall fulfill the duties of the President in presiding over all meetings of the Members, Committees and Directors where the President is unable to attend.@

IN WITNESS WHEREOF, the undersigned, being all of the Officers of this corporation, have hereunto set their hands as of the day first above written.

Dr. Carole Cowan, President

James Canavan, Treasurer

Christine

Norton,

Clerk

LOWELL TELECOMMUNICATIONS CORPORATION

Notice of Action  
by the Board of Directors

There has been some confusion regarding officers of the Corporation. On November 19, 1997 LTC had its Annual Meeting of the Membership. At that meeting there was a brief Board of Directors meeting which convened shortly after the election of new Board members when the Annual Meeting had been adjourned. The two items on the agenda were the election of officers and some changes to the By-laws. However, there was not a quorum at that meeting, thus the changes were not valid. LTC staff thought that the changes had taken effect and notified the Board in writing that the position of Vice President was created and letters of interest were solicited. The Policy Committee, acting as the Ad Hoc Nominating Committee, received letters of interest from five Directors: Gary Balsar; Perry Kapiloff; William Merrill; Lura Smith; and, Tom Wirtenan. With a quorum today, we need to officially elect the officers and make any necessary By-Law changes.

**Officers of the Corporation:**

1. VOTED: The Nominating Committee nominates Carole Cowan, Jim Canavan and Christine Norton for the positions of President, Treasurer and Secretary, respectively.

Vice President The Nominating Committee recommends that the Board not create the position of Vice President.

**By-Law Changes:**

2. VOTED: To adopt and approve that the email address in ' 1.2, be changed to Aexec@ltc.org@ and that a World Wide Web URL be added, namely Ahttp://www.ltc.org@;

IN WITNESS WHEREOF, the undersigned, being all of the Officers of this corporation, have hereunto set their hands as of the day first above written.

Dr. Carole Cowan, President

James Canavan, Treasurer

---

Christine Norton, Clerk

Date

LOWELL TELECOMMUNICATIONS CORPORATION

Notice of Action  
by the Board of Directors  
September 26, 2000

- X That the LTC Mission Statement be modified to include a rewording of the introduction and the addition of a 7<sup>th</sup> Vision to include Arts related programming.
- X That certain changes be made to the By-Laws including:
- ' 2.3 Indicates that LTC shall follow Roberts Rules of Order. Add the following: ***“The meetings of the Board of Directors shall follow the rules of meetings as proscribed in Robert’s Rules of Order.”***
  - ' 2.6 Drops provisions for proxy voting at the Annual meeting and ensures a Quorum at each Annual Meeting with the following: ***“A majority of those present and entitled to vote shall constitute a quorum at any annual meeting or Special Meeting of Members.”***
  - ' 3.3 Simplifies the nominating process with a 90 day notice and drops the petition process. It also allows for nominations from the floor of the Annual Meeting should a full slate not be presented for vote. ***Directors shall be selected in the following manner: no earlier than ninety (90) days nor later than seven (7) days prior to the annual meeting of the Corporation . . .”*** And add: ***“In the event the Nominating Committee fails to present a full slate of candidates to fill all vacancies on the Borad, nominations will be accepted from the floor.”***
  - ' 3.8 Changes the Quorum for Full Board meetings from 15 to 11 to make certain that we are able to conduct business as we enter into the period of cable television refranchising.

IN WITNESS WHEREOF, the undersigned, being all of the Officers of this corporation, have hereunto set their hands as of the day first above written.

James Canavan, President

\_\_\_\_\_  
Christine Norton, Clerk

Date

LOWELL TELECOMMUNICATIONS CORPORATION  
Notice of Action  
by the Board of Directors  
January 19, 2017

- X That the LTC By-Laws be modified to include a Podcast Membership category.
- X That these changes be made to the By-Laws:
- 2 . 2 Replace the heading “Qualifications for Voting Memberships” with “Qualifications for Voting and Podcast Memberships”
  - 2 . 2 Replace “There is but one class of members in LTC, and those members constitute the Voting Membership” with “There are two classes of memberships in LTC, Voting Memberships and Podcast Memberships.”
  - 2 . 2 Add this language after the qualifications for Voting Memberships: “Podcast Memberships are open to anyone who does not qualify for a Voting Membership, and who demonstrates an interest in producing a podcast that will be posted on the LTC podcast webpage. Podcast Members may reserve podcasting equipment and facilities and will have access to the podcast webpage. They may not reserve other LTC equipment or facilities, except for meeting space requested specifically to prepare for their podcast production.

Podcast Members are not eligible to vote at Membership meetings. A person may become a Podcast Member by:

- a. Completing, and returning to the Corporation, an appropriate Membership Application Form;
- b. Paying the prescribed Membership dues, by category, as they are from time to time established by the Board of Directors;
- c. Attending an LTC Podcast Orientation Session; and,
- d. Signing the Agreement with the LTC Operational Rules and Procedures.

All further reference in the by-laws to Members refers to Voting Members only.

IN WITNESS WHEREOF, the undersigned, being all of the Officers of this corporation, have hereunto set their hands as of the day first above written.

Anne Sheehy, President

Date

\_\_\_\_\_  
Sean Thibodeau, Clerk

\_\_\_\_\_  
Date



LOWELL TELECOMMUNICATIONS CORPORATION

Notice of Action  
by the Board of Directors  
October 19, 2017

VOTED to approve the changes to the By-Laws:

3.2 Tenure and Qualifications: The Board of Directors shall consist of not less than fifteen (15) persons, nor more than twenty-three (23) persons.

3.3 Nomination and Election Process of Directors Elected by the Members: Nominating Committee is changed to Board Development Committee.

3.4 Removal of Directors, Vacancies: Add this paragraph: A Director may resign by delivering his or her written resignation to the Corporation at its principal office or to the President of the Board, or by presenting his or her resignation in person at a Board meeting. Such resignation shall be effective upon its acceptance by the Board of Directors.

3.6 Schedule of Meetings: Change to: The Board of Directors shall hold at least four (4) regular meetings, with a target of six (6) regular meetings during each fiscal year of the Corporation.

3.7 Quorum of Directors: At any meeting of the Board of Directors, a quorum shall consist of 50% of the members in good standing.

4.1 Appointment: The Board of Directors may remove from office any officer by a vote of two-thirds (2/3) at the next regular meeting of the Board. A vacancy in any office may be filled by vote of the Board of Directors. Officers shall not be compensated for their services as Officers of the Corporation.

5.1 Standing Committees: The Standing Committees of the Board of Directors shall be as follows:

- a. Executive Committee
- b. Fundraising Committee
- c. Board Development Committee
- d. Finance Committee

5.3, - 5.7 Descriptions of each committees.

IN WITNESS WHEREOF, the undersigned, being all of the Officers of this corporation, have hereunto set their hands as of the day first above written.

Anne Sheehy, President

Date

\_Sean Thibodeau, Clerk

Date

LOWELL TELECOMMUNICATIONS CORPORATION  
Notice of Action  
by the Board of Directors  
January 18, 2018

VOTED to approve the changes to the By-Laws:

3.2 Tenure and Qualifications: Added term limits:

The term of a Director shall consist of three (3) years, with the option to be elected or appointed for a second three (3) year term. This shall constitute a term limit of two consecutive terms; a Director can be reelected or reappointed after a minimum of one (1) year off the Board. This will reset the term limit for that Director.

IN WITNESS WHEREOF, the undersigned, being all of the Officers of this corporation, have hereunto set their hands as of the day first above written.

Michael Reid, President

Date

Brendan Flynn, Clerk

Date