

BY-LAWS
OF THE
TECHNOLOGY BROADCASTING CORPORATION

Last Amended: April 23, 2009

Preamble

The Technology Broadcasting Corporation (hereinafter "Corporation") is a non-profit corporation organized under the laws of the Commonwealth of Massachusetts. Its purpose is to oversee operations of the WMBR(FM) radio station at the Massachusetts Institute of Technology in Cambridge, Massachusetts. Day to day operations of WMBR(FM) are carried out by volunteers from the MIT community. The Corporation is designated as a non-profit organization under US Internal Revenue Service code section 501(c)(3).

Article I

MEMBERSHIP

1. There shall be at least 10 members of the Corporation, of whom at least one member shall be a student at the Massachusetts Institute of Technology (MIT). This student member shall be the General Manager of WMBR.
2. All members of the Corporation shall be appointed by the President of MIT, whether upon the recommendation of the President of the Corporation or otherwise. This shall be for all prospective members except for the General Manager of WMBR, who shall automatically become a member upon attaining that office. Other members shall be appointed by July 1, and shall hold office for terms of three years (except one year for students) until their successors are chosen and qualified. Whenever new members are appointed in addition to, and not in replacement of, existing members, their initial terms shall be such that, as nearly as possible, one-third of all members other than that of students shall be appointed each year.
3. A member may resign by submitting a written resignation to the Executive Committee. Any member may be removed with or without cause by the affirmation vote of three-quarters of the other members of the Corporation.

4. A vacancy in the membership shall be filled by an appointment by the President of MIT for the remainder of the term of the person ceasing to be a member.

Article II

EXECUTIVE COMMITTEE

1. The general management and control of the Corporation shall be vested in an Executive Committee which shall have all the powers of the Corporation, except those conferred upon the members of the Corporation by law, by the Articles of Organization of this Corporation, or by these By-Laws. Without in any way limiting the foregoing power, the Executive Committee shall have full power to supervise, and shall be charged with the supervision of, all phases of the operation of the station to ensure it properly effectuates the purposes for which it was organized.

2. The Executive Committee shall be elected annually by and from the members of the Corporation. The Executive Committee shall consist of not less than three nor more than seven members, at least a majority of whom shall be other than student members of the Corporation. The number of members of the Executive Committee for the ensuing year shall be fixed each year by the members of the Corporation prior to the election of the Executive Committee. The election of the Executive Committee shall take place each year at the Annual Meeting of the Corporation.

3. The Executive Committee shall hold office from the time of election at the Annual Meeting until the subsequent Annual Meeting and until their successors are chosen and qualified, provided that a member of the Executive Committee who ceases to be a member of the Corporation shall also cease to be a member of the Executive Committee. A member of the Executive Committee may resign or be removed by the members of the Corporation in the manner provided for resignation or removal of members of the Corporation in Article I, Section 3 above.

4. A vacancy on the Executive Committee shall be filled by an election at the next duly held meeting of the members of the Corporation.

5. The Executive Committee may appoint the station management from among the members of WMBR which shall have such powers and

duties as the Executive Committee shall determine. The station management shall hold office subject to the pleasure of the Executive Committee, and any member may be removed at any time by the Executive Committee.

Article III

OFFICERS

1. The officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Clerk.
2. The officers shall be elected by and from the members of the Corporation at the same time, in the manner and for the same term as provided in Article II, Sections 2 and 3 for the election and term of office of the Executive Committee. Election as President and Vice President of the Corporation shall automatically include election to the Executive Committee. An officer may resign or be removed from office by members of the Corporation in the manner provided for resignation of members of the Corporation.
3. The President shall be the Chief Executive Officer of the Corporation and shall preside at meetings of the members of the Corporation and of the Executive Committee. Subject to the supervision of the Executive Committee, the President shall have general charge and control of the affairs of the Corporation.
4. The Vice President shall assist the President and perform other duties as required by the President and Executive Committee. In addition, the Vice President shall assume the powers of the President at the request of, or in the absence of the President.
5. The Treasurer shall have general charge of the financial affairs of the Corporation, subject to the supervision of the Executive Committee. The Treasurer shall keep or cause to be kept regular books of account which shall be open at all times to any members of the Corporation. The Treasurer shall make periodic reports to the Executive Committee on the financial condition of the Corporation. The Treasurer shall also act as advisor to the Controller of the station, and shall be responsible for ensuring that appropriate financial reports are provided to the Corporation by the station.
6. The Clerk shall be a resident of the Commonwealth of Massachusetts. The Clerk shall be responsible for ensuring that

all legal activities required by the Commonwealth are carried out by the Corporation. The Clerk shall keep minutes of the business transacted at meetings of the Corporation, and ensure that they are available to the Corporation. In the event of the absence of the Clerk, the President shall appoint a Temporary Clerk to discharge the duties of the Clerk.

Article IV

MEETINGS

1. Meetings of the members of the Corporation may be called at the discretion of the Executive Committee and shall be called upon by written request of any two members of the Corporation delivered to an officer. The members shall meet at least once each year at an Annual Meeting. This Annual Meeting shall be held during the months of May or June. At the Annual Meeting, officers and Executive Committee members shall be elected for the following fiscal year (July 1 – June 30), and the past officers shall present a report to the Corporation on the operations of the Corporation for the preceding year. In addition, the station General Manager and Controller shall present a report to the Corporation on the activities of the station.

2. Written notice of the time, place and purpose of each meeting of members of the Corporation shall be mailed or delivered to each member at least seven days prior to the meeting. Notice of a meeting may be waived by a member either before or after the holding thereof by a writing filed with the records of the meeting.

3. A majority of the members of the Corporation shall constitute a quorum for the transaction of business. A majority vote of those present at a duly constituted meeting shall be sufficient to transact any business, unless otherwise provided by law, by the Articles of Organization of this Corporation, or these By-Laws.

4. Meetings of the Executive Committee may be called by the President, the Vice President, or at the discretion of the Executive Committee, and shall be called upon written request of any two members of the Executive Committee delivered to an officer.

5. Written notice of the time and place of each meeting of the Executive Committee shall be mailed or delivered to each member

at least two days prior to the meeting. Notice of a meeting may be waived by a member of the Executive Committee either before or after the holding thereof by a writing filed with the records of the meeting.

6. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. A majority vote of those present at a duly constituted meeting shall be necessary to transact business, unless otherwise provided by law or these By-Laws.

7. Meetings of the Corporation may be held in person or electronically (e.g. audio- or video-conference as determined by the President or designee), and written notices and communications as required by these By-Laws may be transmitted in hardcopy or electronic (e.g. fax, email) form. Decisions requiring a vote of the Corporation may be made during meetings held in person or electronically, or by electronic communication (e.g. fax, email).

Article V

INDEMNIFICATION AND LIABILITY

1. Each person at any time a member of the Corporation or the Executive Committee or an officer, employee or agent of the Corporation and any person who serves at its request as a director, officer, employee or other agent of another organization in which the Corporation directly or indirectly has an interest (including any person who is no longer a member of the Corporation or Executive Committee or director, officer, employee or agent of the Corporation or of said other organization) shall, to the extent permitted by law and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby and without prejudice to any other rights he might have, be entitled to be reimbursed by the Corporation for, and indemnified by the Corporation against, all costs and expenses reasonably incurred by him in connection with or arising out of any claims made, or any action, suit or proceeding threatened or brought against him or in which he may be involved as a party or otherwise by reason of any action alleged to have been taken or omitted by him as such member, director, officer, employee or agent, whether or not he continues to be such member, director, officer, employee, or agent at the time of incurring such costs and expenses, including amounts paid or incurred by him in conjunction with

reasonable settlements (other than amounts paid to the Corporation itself) of any claim, action, suit or proceeding, provided, that no person shall be so indemnified in relation to any matter which has been made the subject of a settlement, except with the approval of a court of competent jurisdiction or a vote of a majority of the members of the Corporation, or by a vote of disinterested majority of the Executive Committee then in office. Any rights to reimbursement and indemnification granted under this section to any such member director, officer, employee or agent shall extend to his heirs, executors and administrators. No such reimbursement or indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. Reimbursement or indemnification hereunder may in the discretion of the Board of Directors include payments by the Corporation of costs and expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification hereunder. Nothing herein contained is intended to, or shall, prevent settlement by the Corporation prior to final adjudication of any claim, including claims for reimbursement or indemnification hereunder, against the Corporation when such settlement appears to be in the interests of the Corporation. Each such person shall, by reason of his continuing such service or accepting such election or employment, have the right to be reimbursed and indemnified by the Corporation, as above set forth with the same force and effect as if the Corporation, to induce him to continue so to serve or to accept such election or employment, specifically agreed in writing to reimburse and indemnify him in accordance with the foregoing provisions of this section. No member of the Corporation or Executive Committee or officer of the Corporation shall be liable to anyone for making any determination as to the existence or absence of liability of the Corporation hereunder or for making or refusing to make any payment hereunder in reliance upon advice of counsel.

2. Neither the Executive Committee, nor any member or officer, shall have power to bind any individual member of the Corporation or the Executive Committee or officer of the Corporation, personally. All persons or corporations extending credit to, contracting with, or having claims against the Corporation, shall look only to the funds and property of the Corporation for payment of any such contract or claim or for the payment of any debt, damage, judgment or decree, or of any money

that my otherwise become due and payable to them from the Corporation, so that neither the members of the Corporation or Executive Committee nor the officer, present or future, shall be personally liable therefor.

Article VI

AMENDMENT

1. Amendments to these By-Laws may be made by the affirmative vote of three-quarters of all the members of the Corporation at any meeting duly called for such purposes.