

**CONSTITUTION AND BYLAWS OF
LOWER CAPE COMMUNICATIONS, INC.**

(As Amended November, 2016)

ARTICLE I: NAME AND LOCATION

The name of the Corporation shall be Lower Cape Communications, Inc. ("LCCI"). The principal office of the Corporation shall be located in Provincetown, Massachusetts. For at least a 2 year period prior to June 4th 2001, LCCI has maintained its primary physical headquarters at 14 Center St., Provincetown, Massachusetts. These primary headquarters are within 25 miles of the reference coordinates for Orleans, Massachusetts. Should LCCI be granted the construction permit for the proposed Orleans station, LCCI will maintain its primary physical headquarters within 25 miles of the reference coordinates for Orleans, Massachusetts for at least a four year period, beginning with the date on which the Orleans station begins operations.

ARTICLE II: PURPOSES

The purpose of the Corporation shall be to engage in educational undertakings of benefit to the inhabitants of Cape Cod as set forth in the Corporation's Articles of Organization; the Corporation shall abide by the provisions of Massachusetts General Laws, Chapter 180 in furtherance of such purposes.

ARTICLE III: MEETINGS

A. Definitions

1. A meeting of the Corporation, whether an Annual or Special Meeting, shall mean a meeting of the members of the Corporation with voting privileges as specified in Article VI B of these Bylaws.

2. Unless otherwise specifically provided, a quorum for a Board of Directors meeting shall mean a majority of the Directors then in office; a quorum for a meeting of the Corporation shall mean twenty-five (25) members with voting privileges as defined in Article VI B of these Bylaws.

B. Meetings of the Corporation

1. Annual Meeting: The Annual Meeting of the Corporation shall be held at a time so specified by the Board of Directors between November 1st and November 30th at a location within the Town of Provincetown. Notice shall be given by the Clerk to all members with voting privileges no later than fourteen (14) days prior to said date. The notice shall set forth all items of business to be conducted at the Annual Meeting which shall include the following:

- a. President's Report
- b. Ratification/Election of the Nominating Committee

- c. Treasurer's Report
- d. Committee Reports
- e. Election of the Board of Directors
- f. Any other business as specified by the Board of Directors, the President or by written request of ten (10) members with voting privileges.

2. Special Meeting: A Special Meeting of the Corporation may be called at any time and place within the Commonwealth of Massachusetts by the President, by any three (3) Directors or by written request of any ten (10) members with voting privileges. Notice of the meeting shall be in writing to all members with voting privileges no later than seven (7) days prior to the date of the meeting. Notice shall be signed by the person(s) calling the meeting, and the business of the meeting shall be limited to the matters set forth in the notice.

3. Transaction of Business: At any meeting of the Corporation, a quorum may transact business. A majority shall decide all questions unless specified otherwise in these Bylaws. When a majority of the members with voting privileges so requests, any vote shall be taken by closed ballot.

4. Proxy Voting: There shall be no voting by a Proxy of any members with voting privileges. In the absence of a quorum, the meeting may take action if a written ratification is signed thereafter by the appropriate majority of members with voting privileges. Such ratification shall be filed with the records of the meeting.

5. The Nominating Committee shall announce its list of candidates for the Board, who are deemed eligible to serve by the Nominating Committee, by August 15th at the latest. The report of the Nominating Committee shall be posted on the station's web site, on the station's bulletin boards, and sent out as an e-mail to the station's broadest mailing list. Those wishing to nominate themselves shall contact the Executive Director to express their interest and provide a statement of intent no later than September 15.

6. All members of the Corporation who are eligible to vote in any given year shall be sent by mail, at least thirty (30) days before the Annual Meeting (i) a list of candidates for the Board of Directors who are deemed eligible to serve by the Nominating Committee, and those who have nominated themselves, with a brief statement of intent for each such candidate, (ii) the Nominating Committee's slate of candidates from among those eligible to serve (recommendations will not be printed on the ballot), and (iii) a ballot. Members may return the ballot to the Corporation personally or by mail so that it is received by the Corporation before the Annual Meeting, or members may cast their ballots at the Annual Meeting itself. Any and all ballots received before the Annual Meeting shall be opened at the Annual Meeting and counted with the ballots cast at that meeting.

C. Meetings of the Board of Directors

1. Regular Meetings: A regular meeting of the Board of Directors shall be held at least bimonthly at a time and place within the Commonwealth of Massachusetts to be determined by the Board of Directors. Notice of regular meetings shall be given in accordance with Article III C (3).

2. Special Meetings: A special meeting of the Board of Directors may be called at any time and place within the Commonwealth of Massachusetts by the President or by any three (3) Directors. Notice of the meeting shall be in writing, signed by the person(s) calling the meeting and business at the meeting shall be limited to the matters set forth in the notice.

3. Notice: Notice of any meeting which is required by this section of the Bylaws shall be in writing, set forth the business to be considered by the Board of Directors, and shall be mailed to each Director at least forty-eight (48) hours before the meeting, addressed to the Director at his/her last known business or residence address.

4. Transaction of Business: At any meeting of the Board of Directors, a quorum may transact business. A majority of the Directors present and voting shall decide all questions unless otherwise specified in these ByLaws. When a majority of the Board of Directors so requests, the vote shall be taken by closed ballot. In the absence of a quorum, the Directors may take action if a written ratification is signed thereafter by a majority of the Directors. Such ratification shall be filed with the records of the meeting. A quorum shall not be required for the purpose of adjourning any meeting from time to time.

ARTICLE IV: BOARD OF DIRECTORS

A. Powers: The business of the Corporation shall be conducted by the Board of Directors who may exercise all the powers of the Corporation except as otherwise provided by law, by the Articles of Corporation, or by the ByLaws. In the event of a vacancy in the Board of Directors, however created, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

B. Enumeration and Election: The Board of Directors shall consist of not less than seven (7) nor more than fifteen (15) Directors. The Board of Directors shall be and is divided into three classes, Class I, Class II, and Class III, each having as nearly as possible the same number of Directors. Starting with Class I, one class of Directors will be elected at the Annual Meeting. The Directors shall be chosen yearly at the Annual Meeting by the members with voting privileges. A Director does not have to be a member of the Corporation to be elected, but they must be a member of the Corporation to serve on the Board.

C. Ex Officio Members: The Executive Director shall serve as an *ex officio* member of the Board of Directors, and the Board of Directors may name other *ex officio* members as it deems necessary. These *ex officio* members shall be non-voting.

D. Vacancies: Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the Board, may be filled by the remaining members of the Board at any regular or special meeting of the Board of Directors.

E. Tenure: Except as otherwise provided by law, by the Articles of Organization, or by these Bylaws, Directors shall serve for a period of three (3) years. No Director may run for reelection after having served seven (7) consecutive years as a Director without first taking at least one (1) year off from being a Director, and the accrual of time under this section for the present Directors shall begin at the Annual Meeting for 2010. Directors shall hold office until their successors are chosen and qualified. Any Director may resign by delivering his/her written resignation to the Corporation at its principal office. Such resignation shall be effective not less than two weeks after receipt of the written notice.

F. Removal: Any Director may be removed from the Board for conduct deemed prejudicial or in conflict with the purposes and interest of the Corporation by a vote of not less than two-thirds (2/3) of the Board of Directors then in office. A Director may be removed only after reasonable notice and opportunity to be heard.

G. Action Without Meeting: Any action by the Directors may be taken without a meeting upon a telephone poll or poll by mail of the Directors if a written ratification is signed thereafter by a majority of the Directors. Such ratification shall be filed with the records of the Corporation.

H. Qualifications: As of June 4th 2001, neither LCCI nor any members of its governing board has any attributable interest in any radio station whose principal community contour overlaps the principal community contour of the proposed Orleans station. Should LCCI be granted the construction permit for the proposed Orleans station, LCCI shall take all steps necessary to preserve the characteristics necessary to continue to provide "local diversity of ownership" for at least a four-year period, beginning with the date on which the Orleans station begins operation.

ARTICLE V: OFFICERS

A. Enumeration: The officers of the Corporation shall be a President, Vice President, Treasurer, and Clerk.

B. Election: The officers shall be elected annually by the Board of Directors from among its members at the first meeting of the Board of Directors following the annual meeting of the Corporation.

C. Qualification: Any two (2) or more offices may be held by the same person. The Clerk shall be a resident of the Commonwealth of Massachusetts. Notwithstanding

paragraph B of this section, a Director must have served at least one (1) year as a member of the Board of Directors before s/he is eligible to become an Officer.

D. Tenure: Except as otherwise provided by law, by the Articles of Organization, or by these Bylaws, the President, Vice President, Treasurer, and Clerk shall hold office until their successors are duly chosen and qualified. Any officer may resign by delivering his/her written resignation to the Corporation at its principal office. Such resignation shall be effective not less than two weeks after receipt of the written notice.

E. Removal: An officer may be removed from office for conduct deemed prejudicial or in conflict with the purposes and interest of the Corporation by a vote of not less than two-thirds (2/3) of the membership of the Board of Directors then in office. A Director may be removed only after reasonable notice and opportunity to be heard.

F. Vacancies: In the event of a vacancy in the Presidency, Vice Presidency, the office of Treasurer or the office of Clerk, the Directors shall elect a replacement from the membership of the Board and such replacement shall hold office for the balance of his/her remaining term.

G. Powers and Duties:

1. President: The President shall be the Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors and of the Corporation. The President shall have the power to sign documents as the office requires or as instructed by the Directors. The President shall make reports to the Board of Directors and perform such duties and have such powers as the Directors may request from time to time designate.

2. Vice President: The Vice President shall be elected by and responsible to the Board of Directors. He or She shall be delegated those duties which in the judgment of the President are necessary for the efficient administration of the Corporation. If the President is disabled, or if his or her office is vacated because of his or her resignation, death, or otherwise, the Vice President shall assume and fulfill the duties of the President.

3. Treasurer: The Treasurer shall, subject to the direction and supervision of the Directors, have general charge of the financial affairs of the Corporation. The Treasurer and/or a Board of Directors designate, shall have the following responsibilities:

- a. Receive monies of the Corporation and have custody thereof;
- b. Deposit all monies in the name and to the credit of the Corporation in proper depositories;
- c. Disperse funds upon instructions of the Board of Directors;
- d. Have custody of deeds, securities, notes, contracts and other valuable documents of the Corporation, except as the Directors may otherwise provide;

- e. Keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation;
- f. Make reports as the President or Directors require;
- g. Prepare an annual financial statement.

4. Clerk: The Clerk shall keep a record of the meetings of the Corporation, shall keep or cause to be kept at the principal office of the Corporation the minute book of the Corporation, shall give notice of meetings and shall perform all other incidental duties as the Directors shall from time to time require. In the absence of the Clerk at any meeting, the Board of Directors shall appoint a temporary Clerk who shall record the proceedings of such meetings in the record book.

ARTICLE VI: MEMBERSHIP

A. Charter Members: There shall be seven (7) Charter Members of the Corporation who shall without obligation be entitled to vote at all meetings of the Corporation. The names and addresses of the Charter Members are listed on Schedule A which is annexed hereto and incorporated herein.

B. Members with Voting Privileges: Any individual who has contributed to the Corporation, within the twelve (12) months prior to the Annual Meeting, the sum of \$500 or 50 hours of volunteer time, shall be a Member with Voting Privileges for the then current fiscal year and shall be entitled to vote all meetings of the Corporation.

C. General Membership: Any individual who has paid membership dues annually as set by the Board of Directors is deemed a General member. General members shall not be entitled to vote at any meetings of the Corporation but shall receive any materials published by the Corporation regarding its corporate endeavors.

ARTICLE VII: COMMITTEES

The Board of Directors may create committees to assist in the purposes and objectives of the Corporation, which committee shall perform such functions and make such reports as the President or the Board of Directors shall determine and define. Any committee may act by mail, telephone or otherwise as it may wish or as the Board of Directors may direct.

ARTICLE VIII: INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify any person serving or officer of the Corporation, or at its request as an employee or agent of the Corporation, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be

threatened, while serving or thereafter, by reason of his/her being or having been a director, officer, employee, or agent, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interest of the Corporation.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which such director, officer, agent or employee may be entitled.

ARTICLE IX: FISCAL YEAR

With the required permission of the Federal Government, the fiscal year of the Corporation shall be from October 1st to September 30th.

ARTICLE X: SEAL

The seal of the Corporation shall be circular in form bearing its name, the Commonwealth of Massachusetts, and the year of incorporation. The Clerk shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

ARTICLE XI: SALE OF ASSETS

The sale of greater than fifty percent (50%) of the Corporation's assets or the relinquishment of the station license may be made only upon the affirmative vote of two-thirds (2/3) of the Corporation Members with Voting Privileges and four-fifths (4/5) of the surviving Corporation Charter Members.

ARTICLE XII: DISSOLUTION

Dissolution of the Corporation shall be in accordance with Massachusetts General Laws, Chapter 180, and in accordance with the Articles of Organization, and only upon the affirmative vote of two-thirds (2/3) of the Corporation Members with Voting Privileges and four-fifths (4/5) of the surviving Corporation Charter members. A vote to dissolve the Corporation may be had at any regular or special meeting of the Corporation called for that purpose. Prior to taking such a vote, the Clerk shall certify to the Corporation that all of the members of the Corporation entitled to vote thereon have been notified in writing of the proposed vote, or the Clerk has made reasonable and diligent efforts to notify the members.

ARTICLE XIII: AMENDMENTS

These ByLaws may be altered, amended or repealed at any annual or special meeting of the Corporation by a vote of two-thirds (2/3) of the members with voting privileges present, provided that notice of the proposed amendment(s) has been sent to the members no fewer than fourteen (14) days prior to the meeting; except that no change to the date fixed for the Annual Meeting shall be made within sixty days prior to that date; and

except that ARTICLE XIII of these Bylaws may only be altered by an affirmative vote of two-thirds (2/3) of the Corporation Members with Voting Privileges and four-fifths (4/5) of the surviving Corporation Charter Members.

ARTICLE XIV: INDEPENDENT FINANCIAL REPORT

The Board of Directors will authorize an annual, independent CPA report and examination of the Corporation's books and this annual fiscal report will be submitted to the Board of Directors within a reasonable amount of time not to exceed five (5) months after the completion of the fiscal year.

ARTICLE XV: PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the parliamentary authority in all matters not covered by the ByLaws, the Articles of Organization and/or as prescribed by law.