

**BYLAWS
OF NORWAY/PARIS COMMUNITY TELEVISION, INC.**

BE IT RESOLVED, that the following shall be and hereby are adopted as the Bylaws of Norway/Paris Community Television, Inc., (hereinafter, the "Corporation"):

Section 1 – Name and Address of the Corporation

The name of the Corporation shall be "Norway/Paris Community Television, Inc.," and the mailing address of the Corporation shall be 9 Marston Street, Norway, Maine 04268.

Section 2 – Purposes of the Corporation

The Corporation shall be organized and operated exclusively for such purposes, and shall engage exclusively in such activities, as may be permitted for organizations exempt from tax under Section 501(c)(3), the Internal Revenue Code of 1986, as the same may be amended from time to time.

Section 3 – No Private Benefit

- A. In furtherance of the Corporation's purposes as heretofore described, no part of the net earnings of the Corporation shall inure to the benefit of any committee member, officer or other private person, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth above.
- B. Upon the dissolution of the Corporation, assets belonging to the Corporation shall be distributed within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to the government of Norway/Paris for a public purpose.

Section 4 – Capital Stock and Dividends

In accordance with Title 13-B, Section 407, of the Maine Revised Statutes Annotated, as the same may be amended from time to time, the Corporation shall not issue any shares of capital stock, nor shall the corporation pay dividends.

Section 5 – Political Activities Prohibited

No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6 – Committee Members

- A. All activities of the Corporation shall be managed by the committee. All decisions of the Board of Directors shall be made by majority vote.
- B. There shall be six committee members. Three members shall be appointed by the Town of Norway, Maine and three directors shall be appointed by the town of Paris, Maine, on such terms and in such manner as the said Towns may determine. Any committee member may be removed from the Committee for good cause by the Town by which he or she was appointed. Any vacancy on the Board shall be filled in the manner described in this paragraph as promptly as possible. The number, qualifications and manner of appointment of the committee members may be changed

by an amendment to the Ordinance or the Articles of Incorporation. Each Committee member shall hold office for the term to which he or she is appointed or until his or her successor shall have been appointed or qualified.

- C. Meeting of the committee will be held at such times and in such places as the committee may determine. Each committee member shall be given at least seven days advance written notice of any committee meeting and the nature of the business to be transacted at the meeting. Attendance of a committee member at any meeting shall constitute a waiver of such notice unless the committee member objects to the transaction of business at the meeting due to improper notification.
- D. Any action shall be taken in an open meeting of the committee pursuant to Title 1, Chapter 13, Section 403.1.
- E. The committee may form one or more sub-committees, which shall have such members, such authority and such duties as may be determined by the full committee. The members of each sub-committee shall be ultimately accountable for their actions and decisions to the full committee.

Section 7 – Officers

The officers of the Corporation shall be Chairman, Vice-Chairman, Secretary and Treasurer. The officers shall be elected by the committee and shall serve at the pleasure of the committee. Any officer may be removed from office at any time by majority vote of the committee. The officers shall have such powers and duties as may be determined by the Ordinance.

Section 8 – Loans to Directors and Officers Prohibited

In accordance with Title 13-B, Section 712, of the Maine Revised Statutes Annotated, as the same may be amended from time to time, the Corporation shall not make or guarantee any loan to a committee member or officer of the Corporation for any purpose.

Section 9 – Books & Records

The Corporation shall keep accurate and complete books and records of account and shall keep minutes of the meeting of the committee and records of any written consents executed pursuant to paragraph D of Section 6 of the Bylaws. All books and records of the Corporation may be inspected by any committee member or officer, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 10 – Amendments of Bylaws

The Bylaws of the Corporation may be amended at any time by the committee; provided, however that the Bylaws shall **not** be amended in any manner that would cause the Corporation to lose or be prevented from obtaining the status of an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 11 – Annual Report

In accordance with Title 13-B, Section 1301, of the Maine Revised Statutes Annotated, as amended, the Corporation shall file an Annual Report with the Secretary of the State of Maine. The Annual Report shall be filed at such time, and shall contain such information, as may be specified in said Section or by rule of the Maine Secretary of State.

IN WITNESS WHEREOF, the undersigned have here hereunto set their hands and seals.

NORWAY/PARIS COMMUNITY TELEVISION, INC.

DATED: 8/19/14

BY: 
Janet Jamison, Committee Member

DATED: 8/19/14

BY: 
Richard Little, Committee Member

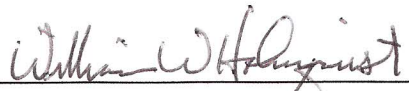
DATED: 8/19/14

BY: 
Barbara Payne, Committee Member

DATED: 8/19/14

BY: 
Ingrid Small, Committee Member

DATED: 9/16/14

BY: 
William Holmquist, Committee Member

DATED:
8/19/14

BY: 
Charles Rowe, Committee Member