

NEW HAMPSHIRE ASSOCIATION OF BROADCASTERS, INC.

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1. Corporate Name.

The name of this corporation is New Hampshire Association of Broadcasters, Inc. (the "Association").

Section 2. Purpose.

The Association shall be operated for the purposes prescribed in its Articles of Incorporation. It shall not be operated for profit.

ARTICLE II

MEMBERSHIP

Section 1. Classes of Membership.

There shall be two classes of membership: regular members and associate members.

Section 2. Qualifications for Regular Member.

Any legal entity that holds an authorization issued by the Federal Communications Commission to own and operate a free, over-the-air, commercial or noncommercial, radio broadcast or television broadcast station licensed to a community located in the State of New Hampshire (each a "Station"), shall be eligible to be considered as a regular member of the Association so long as all other requirements of the Association are met.

Section 3. Qualifications for Associate Members.

Any person or legal entity whose business, profession or general association is concerned with broadcasting or related fields of endeavor and who is not otherwise eligible to become a regular member shall be eligible to be considered as an associate member of the Association so long as all other requirements of the Association are met.

Section 4. Application.

Any person or legal entity which is invited by the Board of Directors may, upon submission of a written application and approval of such application by such Board, become a regular or associate member of the Association, as the case may be, in such manner and within such reasonable time after application as such Board shall from time to time determine.

Section 5. Membership Dues.

Membership shall become effective upon payment of a membership fee set by the Board of Directors and shall remain effective, unless terminated by action of the Board of Directors in accordance with the provisions of these Bylaws, so long as the annual dues set by the Board of Directors are paid in the amount, in the manner and by the time deadline set by the Board of Directors. Membership dues for regular members shall be tied to the number and type of Stations directly or indirectly owned or controlled by the regular member.

Section 6. Annual Meeting.

The annual meeting of members of the Association shall be held no later than eleven (11) months after the end of each fiscal year at a time and place designated by the Board of Directors. If no annual meeting is held in a given year by the date fixed above, a special meeting in lieu thereof may be held which shall for all purposes have the force and effect of an annual meeting.

Section 7. Special Meeting.

The Secretary (or, if the Secretary is unable or unwilling, any other officer of the Association) shall call a special meeting of the members on the order of the Chairperson, the Board of Directors, or upon the written application of three or more regular members entitled to vote at such meeting. The call for a special meeting shall be written. Business to be transacted at a special meeting shall be limited to the subjects stated in the call.

Section 8. Notice of Meetings.

(a) written notice of the time, place, and purposes of each annual and special meeting of the members shall be given to each member not less than ten (10) days prior to the date of the meeting by leaving such notice with such member at his residence or usual place of business, or by mailing it or sending it by overnight courier, facsimile or electronic mail, all applicable postage and delivery charges prepaid, and addressed to such member at his street, post office, facsimile or electronic mail address as it appears in the records of the Association.

(b) Notice need not be given to any member if a written waiver of notice executed by him before or after the meeting is filed with the records of the meeting, or to any member who is present at the meeting in person.

Section 9. Place.

Each annual and special meeting of the members shall be held in any jurisdiction within the United States.

Section 10. Quorum and Voting.

The presence in person or by proxy of a sufficient number of regular and/or associate members eligible to cast an aggregate of at least twenty-five percent (25%) of all of the votes eligible to be cast by the regular and associate members of the Association combined shall

constitute a quorum for holding any annual or special meeting of the members. Once a quorum is established, it shall remain established until the adjournment of the meeting, notwithstanding the subsequent withdrawal of a part or faction of the members. Each regular member shall have one vote. The associate members shall be entitled to vote on any matter other than the election of the members to the Board of Directors that are exclusively voted upon by the regular members as provided in Section 2 (a) (i) (B) below.

Section 11. Majority.

When a quorum has been established, a majority of the votes cast upon any question shall decide the question, except when a larger vote is required by law, the Association's Articles of Incorporation, or these By-laws. Once a quorum is established at the commencement of a meeting of members, the loss of votes eligible to be cast at such meeting shall not result in the absence of a quorum during the remainder of the meeting.

Section 12. Action Without Meeting.

Any action to be taken by the members may be taken without a meeting if a written consent thereto is signed by all of the members entitled to vote thereon and is filed with the records of meetings of members. Such consent shall be treated for all purposes as a vote at a valid meeting of the members.

Section 13. Termination.

The membership of a member may be terminated by vote of a majority of the directors then in office if, in the reasonable judgment of the Board of Directors, after such member has been given reasonable notice and an opportunity to be heard by the Board, such member has taken or proposes to take actions on behalf of, or attributable to, the Association which are contrary to the purposes and policies of the Association or which could otherwise reasonably have a material adverse effect on the Association.

ARTICLE III  
BOARD OF DIRECTORS

Section 1. Powers.

There shall be a minimum of nine members of the Board of Directors. The business of the Association shall be managed by the Board of Directors. The Board of Directors shall have and may exercise all of the powers of the Association, except to the extent reserved to others by law, the Association's Articles of Incorporation, or these By-laws.

Section 2. Election.

(a) The members of the Board of Directors shall be elected or appointed as follows:

(i) A minimum of eight members of the Board of Directors shall be elected at the annual meeting of the members as follows:

(A) The regular members of the Association shall elect a minimum of seven members of the Board of Directors.

(B) The associate members of the Association shall elect one member of the Board of Directors.

(ii) At every annual meeting of the members of the Association, the person having held the office of Chairperson during the term immediately prior to the annual meeting of the members of the Association shall automatically be appointed as a member of the Board of Directors.

(b) All members of the Board of Directors shall serve until the expiration of their respective terms or until they shall sooner resign, be removed or die and until their respective successors are elected and qualified to serve. No member of the Board of Directors shall serve for more than eight (8) consecutive years, but reelection for additional terms is permissible after a hiatus of at least one year.

### Section 3. Regular Meetings.

Regular meetings of the Board of Directors may be held at such times and places as such Board may fix from time to time, and no notice of such meetings need be given to any member of the Board who was absent from the meeting at which the schedule of regular meetings of the Board was fixed and was given notice of that schedule. A meeting of the Board of Directors may be held without notice immediately following the annual meeting of the members (or special meeting in lieu thereof, if designated as such in the notice of that meeting) and at the same place as such meeting.

### Section 4. Special Meetings.

Special meetings of the Board of Directors may be called, orally or in writing, by the President or by the Board of Directors, designating the time, place and date thereof.

### Section 5. Notice of Special Meetings.

Notice of the time, date and place of all special meetings of the Board of Directors shall be given to each Director by the Secretary, or if there be no Secretary, by the Assistant Secretary, or in the case of the death, absence, incapacity or refusal of such person, by the officer or the director calling the meeting. Notice shall be given to each director in person, or by telephone to the director's business, home or cell phone number, or by email sent to the director's business or personal email address, at least twenty-four hours in advance of the meeting, or by written notice mailed to the director's business or home address at least five (5) business days in advance of the meeting. Notice need not be given to any director if a written waiver of notice executed by him before or after the meeting is filed with the records of the meeting, or to any director who is present at the meeting. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

Section 6. Place of Meeting.

Each regular and special meeting of the Board of Directors may be held in any jurisdiction within the United States. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all entities participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 7. Quorum and Voting.

A majority of the members of the Board of Directors in office shall constitute a quorum for holding any meeting of the Board of Directors, but any number of directors may adjourn a meeting whereupon no further notice need be given. Each director shall have one vote. When a quorum of directors is present at a meeting, a majority of the votes cast upon any question shall decide the question, except when a larger vote is required by law, the Association's Articles of Incorporation, or these Bylaws. No secret ballot shall be required to elect a candidate for office or decide any other question.

Section 8. Action Without Meeting.

Any action to be taken by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all of the directors and is filed with the records of meetings of the Board of Directors. Such consent shall be treated for all purposes as a vote at a valid meeting of such Board.

Section 9. Resignation and Removal.

Any director may resign from the Board of Directors at any time. Any director may be removed from office (a) with or without cause by vote of a majority of the members of the Association entitled to vote or (b) for cause by vote of a majority of the directors then in office. A director may be removed for cause only after reasonable notice and an opportunity to be heard by the membership of the Association or by the Board of Directors depending upon which body is proposing to remove such director.

Section 10. Vacancy.

Any vacancy in any officer position or in any director position shall be filled by a person, otherwise acceptable to the Board in its discretion, who is nominated by the member which had selected the person who had served as the officer or director, as the case may be, and whose vacancy is being filled; provided, that if such person is either not nominated or approved within thirty (30) days of the vacancy first being created, the Board shall have the right, but not the obligation, to appoint such replacement for the unexpired portion of the officer's or director's term, as the Board shall decide in its discretion.

Section 11. Committees.

The Board of Directors shall have the power to appoint and delegate some or all of its powers to one or more Committees, except as otherwise provided by law, the Association's

Articles of Incorporation, or these Bylaws. Committees and their members shall serve at the pleasure of the Board of Directors.

Section 12. Executive Director.

The Board shall have the power to appoint an Executive Director of the Association which may be a legal entity and/or a person whose duties shall be to assist the Board of Directors in managing the day-to-day affairs of the Association.

ARTICLE IV  
OFFICERS

Section 1. Enumeration.

The officers of the Association shall consist of a Chairperson, Vice Chair/Radio, Vice Chair/Television, Treasurer, Secretary and such other officers as the Board of Directors may determine from time to time. No officer of the Association shall be paid any compensation except as authorized by the Board of Directors. The person who serves the officer position of Chairperson shall also be the Chairperson of the Board of Directors of the Association.

Section 2. Election.

The persons to fill the offices of Chairperson, Vice Chair/Radio, Vice Chair/ Television, Treasurer, Secretary, and any other officers of the Association, shall be elected by the membership at the annual meeting of members of the Association for a one year term.

Section 3. Qualification.

Any officer may be required by the Board of Directors to give bond for the faithful performance of his or her duties in such amount and with such sureties as the Board of Directors may determine from time to time.

Section 4. Tenure and Resignation.

(a) Except as otherwise provided by law, by the Articles of Incorporation or by these By-laws, the persons who hold the offices of Chairperson, Vice Chair/Radio, Vice Chair/Television, Treasurer, Secretary, and other officers of the Association, shall hold office until the later of next annual meeting of members or their respective successors are chosen pursuant to these Bylaws and are ready to begin performing the duties of the pertinent officer position.

(b) Any officer may resign by delivering his or her written resignation to the Chairperson or Secretary and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5. Removal.

Any officer may be removed with or without cause by the Board of Directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors.

Section 6. Vacancies.

Any vacancy in any officer position of the Association may be filled for the unexpired portion of the term by the Board of Directors.

Section 7. Chairperson.

The Chairperson shall, subject to the direction of the Board of Directors, have general supervision and control of the Association and, if so designated by the Board of Directors, be the chief executive officer of the Association. Unless otherwise provided by the Board of Directors, he or she shall preside, when present, at all meetings of members of the Association and of the Board of Directors (except as provided in the preceding section). The Chairperson shall perform such duties and have such powers additional to the foregoing as the Board may designate.

Section 8. Vice Chair/Radio and Vice Chair/Television.

In the absence or disability of the Chairperson, his or her duties shall be performed by either the Vice Chair/Radio or the Vice Chair/Television, as designated by the Board of Directors.

Section 9. Secretary.

The Secretary shall ensure that notice of all meetings of the members of the Association is duly given and that minutes of said meetings are duly recorded. The Secretary shall execute such instruments as require signature, and shall perform such other duties as are incident to such office or as are requested by the Board of Directors. The Executive Director shall be permitted to give notice of meetings, record meeting minutes and distribute them on behalf of the Secretary.

Section 10. Treasurer.

Unless otherwise designated by the Board of Directors, the Treasurer shall ensure that notice of all dues are given and shall have general control of all monies received by the Association. At each annual meeting of the members of the Association, the Treasurer shall make a report of the actual expenditures during the preceding year and the anticipated expenditures for the forthcoming year.

## ARTICLE V

### INDEMNIFICATION

Section 11. Eligibility for Indemnification.

To the maximum extent permitted by law as promulgated, applied and interpreted from time to time, the Association shall indemnify each of the directors and officers of the Association against all judgments, penalties, fines, settlements and reasonable expenses actually incurred by the director or officer in connection with the defense or disposition of any action, suit or other proceeding, whether civil, criminal, administrative or investigative in which such director or officer may be involved, as a party or otherwise, or with which such director or officer may be threatened, while in office or thereafter, by reason of such director or officer (i) being or having been a director or officer of the Association; or (ii) serving or having served at the request of the Association as a director, officer, employee, or other agent of another organization while being a director or officer of the Association. In addition, the Association shall have the power to indemnify any of its employees or agents who are not directors or officers on any terms that the Association deems appropriate and that are not prohibited by law.

Section 12. Ineligibility for Indemnification.

The Association shall not indemnify any director or officer of the Association with respect to any matter as to which it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and was either committed in bad faith or was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property or services, (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful, or (d) in a proceeding by or in the right of the Association, the director or officer has been adjudged to be liable to the Association.

Section 13. Expenses.

Indemnification shall include payment from time to time by the Association of expenses, including counsel fees, reasonably incurred by any director or officer in connection with the defense or disposition of any such action, suit or other proceeding in advance of the final disposition thereof, provided that the Association has obtained from such director or officer (a) a written affirmation of the director's or officer's good faith belief that the standard of conduct necessary for indemnification has been met, and (b) a written undertaking to repay the amounts so paid by the Association if such director or officer is ultimately adjudicated not to be entitled to indemnification.

Section 14. Other Right to Indemnification.

The right of indemnification provided for in this Article shall not affect any right of indemnification existing independently of this Article to which any director, officer, employee or other agent of the Association may be entitled or which may be granted to such person.

Section 15. Insurance.

The Association shall have the power to purchase and maintain insurance on behalf of any person who (i) is or was a director, officer, employee or other agent of the Association; or (ii) serves or served at the request of the Association as a director, officer employee or other agent of another organization, against any liability incurred by such person in any such capacity or arising out of such person's status as such. The Association shall have such power



regardless of whether the Association would have the power to indemnify such person against such liability.

Section 16. No Amendment.

No amendment to or repeal of any provision of this Article shall apply to any director or officer of the Association without the written consent of such director or officer if such amendment or repeal adversely affects the rights of such director or officer existing under this Article prior to the effectiveness of such amendment or repeal.

ARTICLE VI  
MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year.

The Association's fiscal year ends on the last day of each year or on such other day as from time to time may be fixed by the Board of Directors.

Section 2. Corporate Records.

The original or attested copies of the Association's Articles of Incorporation, By-laws and records of all meetings of the incorporator, members, directors, and Committees, and records of the names of all members and the record address of each, shall be kept at the principal office of the Association, or at an office of its Secretary or of its resident agent. Not all of such copies and records need be kept in the same office.

Section 3. Execution of Instruments.

All deeds, leases, transfers, contracts, books, notes, mortgages, releases, checks, drafts and other obligations authorized to be executed on behalf of the Association shall be signed by the Treasurer, except as the Board of Directors generally or in particular cases otherwise specifies.

Section 4. Independent Contractors

Independent Contractors may be contracted and paid by the Association if authorized by the Board of Directors. Terms of the respective contract, relationship and compensation must be approved by a majority vote of the Board of Directors. Paid contractors can attend Board of Directors meetings but are not voting members of the Board.

Section 5. Certificates.

A certificate signed by the Secretary as to any matter relative to the Articles of Incorporation, By-laws, records of the proceedings of the incorporator, members, directors, or any Committee, or as to any action taken by any person or persons as an officer or agent of the Association, shall as to all persons who rely thereon in good faith be conclusive evidence of the matters so certified.

Section 6. Interpretation.

All questions of interpretation of these By-laws shall be decided by the Board of Directors.

Section 7. Articles of Incorporation.

All references in these By-laws to the Articles of Incorporation shall be deemed to refer to the Articles of Incorporation of the Association, as amended and in effect from time to time.

Section 8. Amendment.

The Board of Directors may by two-thirds vote amend or repeal any provision of these Bylaws, except any provision thereof which by law, the Articles of Incorporation or by these Bylaws requires action by the members; provided, that not later than the time of giving notice of the meeting of members next following the amendment or repeal by the Board of Directors of any of these Bylaws, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending these Bylaws. Final approval of any revisions to the Bylaws or Articles of Incorporation must be made by the regular members present at any duly called annual or special meeting where a quorum exists.

Adopted 10/12/73 – original Articles of Agreement & By-Laws adopted

Amended 10/76

Amended 9/22/78

Amended 9/16/82

Amended 6/18/83

Amended 10/25/86

Amended 11/14/87

Amended 10/15/88 – Full membership approved raising radio dues to \$150, the first increase in five years

Amended 4/18/90 – Board changed designation of Executive Director to Executive Vice President; changed place of business from Signal Advertising to The Bedford Granite Group, Inc.; allowed members of NAB board of directors to be non-voting members of the NHAB board; changed treasurer's end of term to December 31 while all other terms ended on date of annual meeting

Approved 10/27/90 – Full membership ratified changes of 4/18/90

Amended 1/3/91 – Board approved making the outgoing President a voting member of the Board and creating nine members on the Board instead of eight

Approved 11/16/91 – Full membership ratified changes of 1/3/91

Amended 1/7/92 – Board approved a section on liability insurance for directors

Approved 11/14/92 – Full membership ratified changes of 1/7/92

Revised 10/28/94 – total revision approved at Annual Meeting

Amended 8/8/01 – Board approved no more than 6 consecutive terms with a one-year hiatus between terms

Approved 10/5/01 – Full membership ratified changes of 8/8/01

Amended 1/9/03 – Board approved changing # of members from 9 to “a minimum of 9”

Approved 10/17/03 – Full membership ratified changes of 1/9/03

Amended 9/17/09 – Board defined paid vendors; defined term limits as 2 years; created position of executive director

Approved 11/12/09 – Full membership ratified changes of 9/17/09

Approved 10/11/10 – Board changed consecutive board terms from six to eight years

Amended 10/21/10 – Full membership ratified changes of 10/11/10

Amended 10/12/11 – Board approved changing terms from 2 years to 1 year

Approved 10/20/11 – Full membership ratified changes of 10/12/11