

THE AMENDED AND RESTATED BYLAWS
OF

_____CITIZENS TELEVISION, INC._____

Adopted _____, 2011.

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**THE AMENDED AND RESTATED BYLAWS
OF
CITIZENS TELEVISION, INC.**

ARTICLE I
General

These Bylaws are intended to supplement and implement applicable provisions of law and of the Amended and Restated Certificate of Incorporation (the "*Certificate of Incorporation*") of Citizens Television, Inc. (the "*Corporation*").

ARTICLE II
Offices

The principal office of the Corporation shall be located within or without the State of Connecticut, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the State of Connecticut a registered office at such place as may be designated by the Board of Directors.

ARTICLE III
Members

The Corporation shall not have members.

ARTICLE IV
Board of Directors

Section 4.1 *Power of Board and Qualification of Directors.* All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. A Director shall be a resident of the State of Connecticut.

Section 4.2 *Number of Directors.* The number of Directors constituting the entire Board of Directors shall be not be fewer than seven (7) nor exceed thirteen (13). The number of Directors constituting the Board of Directors shall be the number prescribed by the Directors within the foregoing range or, if no such number has been prescribed, shall be the number of Directors elected at the last annual meeting of the Board of Directors of the Corporation. The number of Directors may be increased or decreased within the foregoing range by action of the Board of Directors.

Section 4.3 *Election and Term of Directors.* As provided in the Certificate of Incorporation, the initial Directors were appointed by the Incorporators. Thereafter, at

each annual meeting of the Board of Directors, the Board of Directors shall nominate eligible individuals, in addition to those individuals nominated by the mayors of New Haven, West Haven and Hamden, to be considered for the vacant seats on the Board of Directors. Following the nomination of such individuals, the Board of Directors shall elect Directors to fill all vacant seats on the Board of Directors, each Director to hold office for a term of three years and until his or her successor has been elected and qualified. The Board of Directors is classified as to their term of office into three (3) classes; each class serving staggered terms so that in any one year, the term of only one third of the Directors expires.

Section 4.4 ***Mayoral Nomination of Directors.*** The mayors of New Haven, West Haven and Hamden may each nominate one Director to be considered by the Board of Directors for election to serve on the Board of Directors. The Board of Directors, in its sole discretion, shall determine whether said nominee(s) shall be elected to the Board of Directors pursuant to Section 4.3.

Section 4.5 ***Mayoral Nominated Directors.*** It is intended that there be a representative of the cities of New Haven, Hamden and West Haven, nominated by the then sitting mayor of each city, serving on the Board of Directors at all times. Such a Director shall tender his or her resignation as a member of the Board of Directors upon the completion of the term of the mayor who nominated that Director. The Board of Directors shall then request a nomination from the incoming or reelected mayor of that city for a candidate to serve as that city's representative on the Board of Directors. The incoming or reelected mayor may, but is not required, to nominate the then resigning Director. All such vacancies shall be filled in accordance with Section 4.9 below.

Section 4.6 ***Number of Terms.*** Members of the Board of Directors shall serve no more than 3 consecutive (full) terms (3 Years or Vacancy criteria*) and may not be reelected or reappointed to the Board for a minimum of one (1) year after vacating his or her seat. (*A full term is defined as 2 years or more on filling a vacancy.) Directors nominated under the process described in Section 4.5 ("Mayoral Nominated Directors") shall not be subject to the term limits set forth in this Section 4.6.

Section 4.7 ***Removal of Directors.*** Except as may otherwise be provided in the Certificate of Incorporation, any one or more of the Directors may be removed with or without cause at any time by action of the Board of Directors of the Corporation. A Director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director.

Section 4.8 ***Resignation.*** Any Director may resign at any time by delivering written notice to the Board of Directors, its Chairman (if any), or the Secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

Section 4.9 ***Newly-Created Directorships and Vacancies.*** Newly created directorships, resulting from an increase in the number of Directors, and vacancies

occurring in the Board of Directors for any reason, may be filled by (i) the Board of Directors or (ii) if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, the vote of a majority of the Directors remaining in office. A Director elected to fill a vacancy shall hold office until the next annual meeting of the Board of Directors and until his or her successor is elected and qualified.

Section 4.10 ***Prohibition of Board Members Holding Staff Positions.*** No member of the Board of Directors may apply for or be granted a staff position at the Corporation. Consideration and application for a staff position by a former board member will not occur until one year after formally leaving (end of term) or Effective Resignation from the Board. An “Effective Resignation” is one that has been accepted formally by the Board. Directors shall not receive monetary compensation for support work for the Corporation.

Section 4.11 ***Staff Eligibility for Board Service.*** Staff members of the Corporation and paid consultants are not eligible to serve on the Board of Directors during the term of their employment. Former Staff members become eligible for election or appointment to the Board of Directors eighteen (18) months after the termination of their employment at the Corporation.

Section 4.12 ***Meetings of the Board of Directors.*** An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board, for the election of Directors and officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board of Directors shall be held at such times as may be fixed by the Board. Special meetings of the Board of Directors may be called at any time by the President of the Board or a majority of the Directors.

Regular and special meetings of the Board of Directors may be held at any place in or out of the State of Connecticut. Regular, recurring meetings of the Board may be held without notice of the date, time, place or purpose of the meeting, except that, unless stated in the written notice of the meeting, no vote on the adoption, amendment or repeal of these bylaws or the Certificate of Incorporation may occur at such meeting. Notice of each special meeting of the Board shall include the date, time and place of the meeting and shall be given personally, by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier not less than two (2) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

A Director may waive any notice required by law, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the Director, and shall be delivered to the Secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A Director’s attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such Director objects to holding the meeting or transacting

business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 4.13 ***Quorum of Directors and Voting.*** Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, a simple majority of the then sitting Directors prescribed in accordance with Section 4.2 shall constitute a quorum for the transaction of business or of any particular business, and, except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, the vote of a majority of the Directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Section 4.14 ***Action without a Meeting.*** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each Director and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 4.14 is the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the Directors.

Section 4.15 ***Meetings by Conference Telephone.*** Any one or more members of the Board of Directors may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 4.16 ***Prohibition on Compensation of Directors.*** The Corporation shall not pay any compensation to Directors for services rendered to the Corporation in such capacity, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by, or in accordance with policies approved by, a majority of the entire Board. Notwithstanding any provisions of these Bylaws or the Certificate of Incorporation, the Corporation shall not pay compensation to any government official.

ARTICLE V ***Executive Director***

The Board of Directors may appoint an Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall have the authority and responsibility to manage and operate the Corporation's affairs in accordance with the general policies and directions specified by the Board of Directors, and shall hire and fire and supervise the employees of the Corporation and manage its

daily operations and shall have such additional authority and duties as the Board of directors may from time to time prescribe. The Executive Director shall report to, and be solely and directly responsible to, the Board of Directors. The Executive Director shall be entitled to compensation for his or her services. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors. The Executive Director shall serve as chief facilitator of the public, educational and governmental access channels operated by the Corporation.

ARTICLE VI *Committees*

Section 6.1 ***Committees.*** The Board of Directors may create one or more committees and appoint one or more members of the Board to serve on them. The creation of a committee and the appointment of Directors to a committee shall be approved by a vote of 51% of the Directors in office when the action is taken. To the extent specified by the Board of Directors, each committee may exercise the power of the Board, except that a committee may not (i) fill vacancies on the Board of Directors or, except as provided in this section, on any of its Committees, (ii) adopt, amend or repeal these Bylaws, (iii) approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation, or approve a proposal to dissolve the Corporation, or (iv) exercise any other authority prohibited by law. The Board of Directors may appoint one or more Directors as alternate Directors to replace any absent or disqualified Director during the Director's absence or disqualification. In the event of the absence or disqualification of a Director of a committee, the Director or Directors present at any meeting and not disqualified from voting, may by unanimous vote, appoint another Director to act in place of the absent or disqualified Director.

Section 6.2 ***Committee Rules.*** Sections 4.12, 4.13, 4.14 and 4.15 of these Bylaws, which govern meetings, action without meetings, participation in meetings by conference telephone, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

Section 6.3 ***Service on Committees.*** Each committee of the Board shall serve at the pleasure of the Board. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 33-1104 of the Connecticut Revised Nonstock Corporation Act.

Section 6.4 ***Standing Committees.*** The following Committees shall be established and maintained pursuant to these bylaws.

- (a) ***Finance/Audit.*** The Finance/Audit committee shall be a Standing Committee and shall review quarterly the operating budget and develop funding strategies with Board approval. The committee should facilitate the preparation of a yearly fundraising plan to be presented to the Board at a meeting of the Board's choosing, but in no event less than once per year.

(b) ***Nominating Committee.*** The Nominating Committee shall be a standing committee and serve as the Nominating Committee for the Board of Directors. The Committee shall then submit its recommendations no later than thirty (30) days before the beginning of new terms of office.

(c) ***Executive Committee.*** The Executive Committee shall be a standing committee consisting of the four Officers listed in Article VI of these By-Laws. When a vacancy occurs in the position of Executive Director, the Executive Committee will conduct a search and submit names of qualified candidates to the Board for approval. The committee shall negotiate salary, benefits and other conditions of employment with the Executive Director and present these to the Board for approval. As necessary, the Executive Committee will review and update the Personnel Policies of the Corporation and rule on grievances of staff as outlined in the Personnel Policies and present that ruling to the full Board for approval. The Executive Committee shall meet no less than on a quarterly basis to review the status of the Corporation and address any conditions or issues as necessary.

ARTICLE VII *Officers, Agents and Employees*

Section 7.1 ***Officers; Eligibility.*** The Board of Directors shall elect, on an annual basis, a President, Vice-President, Secretary, Treasurer, and such other officers as determined by the Board of Directors. Only Directors shall be eligible to serve as an officer of the Corporation. The same individual may simultaneously hold more than one office, except that the President and Secretary of the Corporation shall be different individuals.

Section 7.2 ***Term of Office.*** Each officer shall hold office for the a one (1) year term and until his or her successor has been appointed and qualified, or until he or she dies, resigns, is removed by the Board of Directors, or becomes disqualified. All officers shall be appointed at the annual meeting of the Board of Directors or at any other meeting of the Board as the Board may determine. Any officer may be removed by the Board of Directors at any time with or without cause. Re-election or appointment of an officer shall not of itself create any contract rights in the officer or the Corporation.

Section 7.3 ***Resignation or Removal, Vacancies.*** An Officer may resign by delivering his or her written resignation to the Corporation at its principal office or to any other Officer. Such resignation shall be effective upon its acceptance by the Board of Directors. The Board of Directors may remove from office any Officer by a two-thirds (2/3) vote of the sitting Directors whenever, in their judgment, the best interests of the Corporation will be served thereby, subject to the same requirements for notice and opportunity to be heard as the removal of a member from the Board of Directors.

A vacancy in any duly constituted office may, whenever it occurs, be filled by majority vote of the Board of Directors.

Section 7.4 ***Powers and Duties of Officers.***

- A. ***President.*** The President shall chair all meetings of the Board of Directors, act as the chief executive officer of the Corporation (not CTV general operations) and be familiar with all phases of activity within the Corporation.
- B. ***Vice-President.*** In the absence of the President, the Vice-President shall perform all duties of the President and be subject to all the restrictions upon the President.
- C. ***Secretary.*** The Secretary shall record, prepare, maintain, and send all notices required by the Bylaws or by direction of the Board of Directors and record the minutes of meetings of the membership and the Board of Directors. The Executive Director shall make available to the Secretary such assistance as may be necessary for the performance of the Secretary's duties.
- D. ***Treasurer.*** The Treasurer shall serve as the chief financial officer and shall advise and oversee the fiscal books and records of the Corporation. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board.

Section 7.5 ***Agents.*** The Board of Directors may appoint agents who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 7.6 ***Compensation of Agents.*** The Corporation may pay compensation in reasonable amounts to agents for services rendered. The Board of Directors shall determine the amount of the compensation that shall be paid or shall adopt policies in accordance with which the amounts of compensation shall be determined.

ARTICLE VIII
Directors' Conflicting Interest Transactions

If any Director of the Corporation has a "conflicting interest" with respect to a transaction effected or proposed to be effected by the Corporation, as defined in Section 33-1127 of the Connecticut General Statutes, that Director and the Corporation may proceed to effect such transaction only as set forth in Section 33-1127 et seq. of the Connecticut General Statutes relating to Directors' conflicting interest transactions. Further, notwithstanding compliance with the above statute, such transaction may be

undertaken by any Director or the Corporation only to the extent such transaction does not constitute an act of self-dealing, as defined in Section 4941 of the Internal Revenue Code.

ARTICLE IX *Miscellaneous*

Section 9.1 ***Fiscal Year.*** The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 9.2 ***Corporate Seal.*** The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words “Corporate Seal” and “Connecticut” and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 9.3 ***Checks, Notes and Contracts.*** The Board of Directors shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.4 ***Books and Records.*** The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the Directors and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9.5 ***Amendments to Bylaws.*** Subject to the notice requirements of Section 3.7, the Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the then sitting Directors.

Section 9.6 ***Parliamentary Authority.*** *Robert’s Rules of Order, Newly Revised*, shall serve as Parliamentary Authority at all meetings of the Board of Directors, and, upon election by the chair of the meeting, at any meeting of a Committee of the Board of Directors.

Section 9.7 ***References.*** Reference in these Bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these Bylaws to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in these Bylaws to a provision of the

Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding