

BYLAWS OF Kent News, Inc.

ARTICLE I

Name

The name of this corporation shall be Kent News, Inc.

ARTICLE II

Offices

Section 1. Principal Office. The principal office for the transaction of the business of the corporation shall be located in the State of Connecticut at the location selected from time to time by the Board of Directors.

Section 2. Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places, within the State of Connecticut.

ARTICLE III

Purposes

The purposes of the corporation shall be as set forth in the corporation's Articles of Incorporation as the same may be amended from time to time, which purposes shall include providing a news and information source committed to enhancing the lives of local residents and visitors of Kent, Connecticut, and surrounding areas, by covering topics of interest to our rural Northwest Connecticut community.

Kent News, Inc., is a non-partisan, non-profit news and information source committed to building community and enhancing the lives of our residents, businesses, and organizations by providing trusted local information and covering topics of interest to Kent, CT, and the surrounding communities.

ARTICLE IV

Nonpartisan Activities:

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

Dedication of Assets:

No part of the net earnings or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private shareholder or individual, including any director of the corporation. Upon any dissolution of the corporation or the termination of its activities, the assets of the corporation remaining after the payment of all its liabilities shall be distributed to one or more organizations, to be identified by the Board of

Directors in its sole and absolute discretion, that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE VI

Membership:

The corporation shall have no members, and shall be governed by its Board of Directors.

ARTICLE VII

Board of Directors:

Section 1. Number.

The affairs of the corporation shall be governed by a Board of Directors consisting of at least three (3) but not more than twelve (12) Directors.

Except as specifically provided by law or by Section 3 of this Article, no Director may be removed from office before the expiration of such Director's term.

Section 2. Selection, Qualification and Term.

The Directors shall be elected annually at the annual meeting of the Board of Directors. Directors shall serve staggered two (2) year terms so that one-half of the Board, or as close thereto as is reasonably practicable, shall be elected each year. Directors may serve up to three consecutive 2-year terms. Each Director elected shall serve until his or her successor has been elected and qualified or until his or her earlier resignation or removal from office. Persons may serve for periods less than two years to fill unexpired terms or to maintain the staggered classes described herein.

Section 3. Vacancies, Resignation and Removal.

Any vacancy in the Board of Directors, including newly created directorships created by an increase in the number of Directors, may be filled at the time such vacancy arises or at any time thereafter by a majority of the remaining Directors. Any Director may resign from office by delivering a written resignation to the President or Secretary. Any Director may be removed from office, with or without cause, upon the vote of two-thirds of the other Directors then in office.

Section 4. Powers.

The Board of Directors shall manage and control the business, property, and affairs of the corporation.

Section 5. Compensation.

No member of the Board of Directors shall receive any compensation for service in such capacity, but Directors shall be entitled to reimbursement of any reasonable costs incurred in connection with the fulfillment of their duties and responsibilities.

ARTICLE VII

Meetings of the Board of Directors

Section 1. Annual Meeting.

The annual meeting of the Board of Directors shall be held each year at such time and place as the Board of Directors shall determine. Each Director shall be notified of the time, place, and date of such meeting at least fourteen (14) days in advance thereof in writing, by telephone, email or in person by the Secretary of the corporation. At the annual meeting, Directors shall elect Directors to fill expiring terms, elect Officers, approve a budget for the coming fiscal year, receive reports on the activities of the Board, and attend to any other business that may come before the meeting.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by the President or any Officer or a majority of the Board of Directors. The person or persons calling the special meeting shall fix the time and place thereof. Unless notice of a special meeting is waived in the manner prescribed by law or these Bylaws, notice of each special meeting of the Board of Directors, in writing, by telephone, email or in person, shall be given by the person or persons calling the special meeting at least forty-eight (48) hours in advance thereof. Any written notice shall be considered given to a particular Director if addressed to such Director at such Director's usual or last known business or residence address and deposited in the United States mail in an addressed, post paid envelope. Except as otherwise provided by law or these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice of the meeting.

Section 3. Attendance as Waiver of Notice.

Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except if a Director attends for the express purpose, stated at the commencement of the meeting, of objecting to the transaction of any business because the meeting has not been lawfully convened.

Section 4. Quorum and Vote Required.

At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business. The Directors present at a duly convened meeting at which a quorum was once present may continue to do business and take

action at the meeting notwithstanding the withdrawal of enough Directors to leave less than a quorum. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice if the time and place to which it is adjourned are fixed and announced at the time of adjournment. The vote of a majority of the Directors present at a meeting at which a quorum is or has been present shall be the act of the Board of Directors unless the vote of a greater number is required elsewhere in these Bylaws or by law.

Section 5. Action by Consent.

Any action required or permitted to be taken at a meeting of the Directors, or of a committee, may be taken without a meeting if all the Directors, or all of the members of the committee, as the case may be, sign written consents (email or otherwise) setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Directors' meetings or committee meetings, as the case may be, and shall have, and may be stated by any Officer of the corporation to have, the same effect as a unanimous vote or resolution of the Board of Directors at a duly convened meeting thereof. Any such action taken by unanimous written consent may, but need not be, set forth in such consent in the form of resolutions or votes.

Section 6. Telephone Meetings.

Members of the Board of Directors or of any committee designated thereby may participate in a meeting of the Board or of such committee, as the case may be, by means of conference telephone, conference video (i.e., Zoom, Teams or similar communications equipment), by means of which all persons participating in the meeting can hear each other, and participating in a meeting in such manner shall constitute presence in person at such meeting.

Section 7. Electronic Voting.

Except as specified by law or these Bylaws, Directors may cast votes by email in such manner as the Board of Directors shall determine.

Section 8. Meeting Rules.

All meetings of the Board of Directors shall be run according to the most recent edition/update of Roberts' Rules of Order .

ARTICLE VIII

Officers

Section 1. Number.

The Executive Committee of the corporation shall be composed of a President, Vice President, Secretary, and Treasurer. One person may serve in more than one office.

Section 2. When Chosen. Officers shall be elected by the Board of Directors at its annual meeting.

Section 3. President. The President shall be the chief executive officer of the corporation, shall preside at all meetings of the Board of Directors, shall have charge of the general management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 4. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and duties of the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address and telephone number of each Director; be keeper of the corporate seal; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned.

Section 6. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books or electronic bookkeeping software kept for that purpose. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Treasurer shall be.

Section 7. Additional Officers. The Board of Directors may appoint such other Officers as it shall deem appropriate, and such other Officers shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 8. Compensation of Officers. In the absence of any action of the Board fixing the compensation of Officers, the Officers of the corporation shall serve without compensation. Officers shall be entitled to reimbursement of any reasonable costs incurred in connection with the fulfillment of their duties and responsibilities.

Section 9. Vacancies, Term and Removal. For the first year, the Vice President and Secretary will be elected to a 1-year term, and the President and Treasurer will be elected to a 2-year term. Following the first year, the Vice President and Secretary will be elected to a 2-year term in order to stagger the election of Officers.

The Officers of the corporation shall hold office until their successors are chosen and qualified. Any Officer elected or appointed by the Board of Directors may be removed at any time by a majority vote of the Board of Directors, with or without cause. Any vacancy occurring in any office of the corporation may be filled at the time it arises or at any time by the Board of Directors.

ARTICLE IX Committees

Section 1. Executive Committee.

The Board of Directors, by resolution, may designate from among its members up to two more Directors to join the Executive Committee (of the Officers as designated in ARTICLE VIII), and to give such executive committee all the authority of the Board of Directors in the management of the corporation's business and affairs, except as limited by law or by the resolution establishing the executive committee or by any other resolution thereafter adopted by the Board of Directors.

Vacancies in the membership of the executive committee shall be filled by the resolution adopted by the Board of Directors then in office. Members of the executive committee may be removed from membership on such committee, with or without cause, by resolution adopted by the Board of Directors. So far as practicable, the provisions of these Bylaws shall apply with respect to the convening and conduct of meetings of the executive committee.

Section 2. Other Committees.

The Board of Directors may from time to time establish committees, whose members may consist of Board Directors and persons other than members of the Board, to advise the Board on matters of interest to the corporation and prescribe their duties and responsibilities.

ARTICLE X Financial Matters

Section 1. Deposit of Funds.

All funds of the corporation not otherwise employed shall be deposited in such banks or trust companies or with such banks or other depositaries as the Board of Directors may from time to time determine.

Section 2. Checks.

All checks, drafts, endorsements, contracts, agreements, notes and evidence of indebtedness of the corporation shall be signed by such Officer or Officers or agent or agents of the corporation and in such manner as the Board of Directors may from time to time determine.

Section 3. Fiscal Year.

The fiscal year starts on July 1 to June 30.

ARTICLE XI

Protection of Officers and Trustees

Section 1. Limitation of Liability.

No Director shall be liable to this corporation except for his or her own acts, neglects and defaults in bad faith. No Director shall be liable out of his or her personal assets for any obligation or liability incurred by this corporation or by the Directors. The corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this corporation.

Section 2. Indemnification.

The corporation recognizes an obligation to indemnify its Directors against claims and liabilities, and shall purchase and maintain insurance coverage to fund this obligation. Each Director shall be indemnified to the corporation, to the fullest extent allowed by law, against any and all claims and liabilities to which such Director has become subject by reason of serving or having served as a Director, or by reason of any action alleged to have been taken, omitted, or neglected by such Director. The corporation shall reimburse each person for all legal expenses reasonably incurred in connection with any claim of liability, provided however that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim of liability arising out of such Director's own willful misconduct or gross negligence.

ARTICLE XII

Corporate Seal

The corporate seal of the corporation shall be circular in form and shall bear the words and figures Kent News, Inc., the word "Connecticut" and the year of the corporation's

incorporation. The form of such seal may be altered from time to time by the Board of Directors.

ARTICLE XIII

Amendment of Bylaws

The Bylaws of the corporation shall be subject to amendment or repeal, and new Bylaws may be Adopted by the Board of Directors at any annual or special meeting thereof, provided the written notice for such meeting states that one of the proposed actions is the amendment of these Bylaws.

Dated: May 20, 2022

Draft: April 22, 2022

Adopted at a duly warned meeting on: May 20, 2022

Signed: Andrea Schoeny
Secretary, Kent News, Inc.