

BY-LAWS OF DRACUT ACCESS TELEVISION, INC.

Adopted 2006

*Amendments approved at 9/16/2010 Annual Member Meeting
Amendments approved at 10/20/2011 Annual Member Meeting*

Article I

Name, Purposes, Powers and Related Matters

The name of the corporation is "Dracut Access Television, Inc." (hereinafter in these By-Laws referred to as the "Corporation"). The location of its principal office and its purposes are as set forth in the Articles of Organization and these By-Laws; and the Corporation shall be exclusively for charitable, scientific, or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (the "Code"), as amended from time to time, and shall, as its primary activity, provide non-commercial public and educational cable access and related technology services to the residents, schools, businesses, and other institutions of the Town of Dracut.

The powers of the Corporation and of its Directors, officers, committees, and members, and all matters concerning the conduct and regulation of the affairs of the Corporation and the manner in which and the officers and agents by whom its purposes may be accomplished shall be governed by such provisions in regard thereto, if any, as are set forth in the Articles of Organization and these By-Laws.

All references in these By-Laws to the Articles of Organization shall be constructed to mean the Articles of Organization as, from time to time amended.

Article II

Members

1. Eligibility

All residents of the Town of Dracut, a municipality of the Commonwealth of Massachusetts, and businesses and organizations based in the Town of Dracut are eligible for membership in the Corporation.

2. Qualification for Voting Membership

Voting membership in the Corporation is open to individuals, at least (18) years of age, residing in Dracut or, in the case of an organization based in Dracut, such organization may be organizational member and have one (1) vote, which vote may be cast by a duly- appointed representative of said member organization; and to vote, such residents or organizations based in Dracut must demonstrate their or its interest in the affairs of the Corporation by:

- a. Completing and returning to the Corporation an Access Membership Enrollment form;
- b. Faying the prescribed membership dues, if any, by category, as they may, from time to time, be established by the Board of Directors; and
- c. Having been Members of the Corporation for at least sixty (60) days prior to any meeting of the Members.

3. Annual Meeting of Members

The Annual Meeting of Members shall be held in Dracut, at such place as the Board of Directors agree, on the Third Thursday in October in each year, for the purpose of electing Director(s) and transacting such other business as may properly come before the meeting. The time and place of the Annual Meeting shall be determined by the Corporation's Board of Directors. Members shall be notified of each meeting as provided herein.

Revised 10/20/2011

4. Special Meeting of Members

Special Meetings of Members shall be called by the President, upon request of four (4) or more Members of the Board of Directors, or upon written request submitted to the Corporation by not less than ten (10) members entitled to vote at such a meeting. Special meetings will be convened not less than five (5) days nor more than forty-five days after being called.

Revised 10/20/2011

5. Notice of Meetings & Place of Meetings

Notice of regular and special meetings of the Members shall be given at least five (5) days prior to the date of such scheduled meeting. In lieu of any written notice of a regular or special meeting of the Members which may be required to be given by law, notice of such meeting may be given by broadcasting the announcement of such meeting on the cable television channel managed by the Corporation, displaying such announcement several times in varying day parts, or by causing notice of such meeting to be officially published in a local newspaper of general circulation, or by posting such Notice on the bulletin board at the principal office of the Corporation or at the Dracut Town Hall. All meeting shall be held at the principal office of the Corporation, unless another place shall be so determined by the Board of Directors.

Revised 10/20/2011

6. Quorum

A duly called regular or special meeting of the members will not be organized for the transaction of business unless a quorum is present. However, those members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of

enough members to leave less than a quorum, and the acts of such a meeting will be the acts of the members. A quorum will consist of the presence of twenty (20) or more members of the Corporation.

In the event that there are fewer than twenty (20) Members, the Board of Directors shall retain the power to vote on any matter which would otherwise be reserved for the vote of a quorum of Members.

Revised 10/20/2011

7. Procedure for Voting

Members shall be entitled to vote on matters submitted to the Members for approval at meetings of the Members, including the election of future Board of Director Member(s), with respect only to Directors not otherwise appointed hereunder; and subject to the Board of Directors having the authority to vote on all corporate matters. In the case of conflict between a vote of the Members and Directors, a vote of a majority of the Directors shall prevail. Those eligible to vote on a question must vote in person.

All members of the Board of Directors shall automatically be members of the Corporation.

Revised 10/20/2011

8. Members' Dues

The Board of Directors may, from time to time, adopt a schedule of annual dues. Dues shall be maintained at a level reasonably intended to cover the direct costs of maintaining the membership rolls, providing for participation by the Membership in the governing of the Corporation and communicating the Corporation's activities to the membership, including the use of printed materials such as a newsletter or a program guide.

Revised 10/20/2011

Article III

Board of Directors

1. Powers

The Board of Directors shall have and may exercise all of the powers of the Corporation to the extent permitted by Massachusetts General Laws, the Articles of Organization, and these By-Laws.

2. Tenure and Qualifications

The Board of Selectmen will, in its discretion, appoint or re-appoint one (1) successor Director to the position held by the Selectmen appointed Director. The Town Manager will, in his/her discretion, appoint or re-appoint one (1) successor Director to the Town Manager-appointed Director. The School Committee will, in its discretion, appoint or re-appoint one (1)

successor Director to the School Committee appointed Director. The DATV Corporate membership will elect an additional three (3) Directors for a total of four (4) Directors positions. Each Director shall hold office until either re-appointed or until his or her successor is elected, in the case of the Corporate membership elected Directors.

The additional three (3) Director positions will be elected by the Corporate membership as follows: at the conclusion of the two (2) previous selectmen appointed Directors' terms ending January 23, 2012, these two (2) positions will then be elected by the by the Corporate membership at the annual membership meeting held prior to the expiration date. The third (3rd) additional corporate membership Director position to be subsequently elected by the Corporate membership at the annual membership meeting held prior to the expiration date will be from one (1) of the two (2) former Selectmen appointed positions, whose terms end January 23, 2013. The other, of these two positions, will be appointed or re-appointed by the Selectmen.

At no time will more than one (1) member of the Board of Selectmen and no more than one (1) member of the School Committee be allowed to serve on the Board of Directors.

Revised 10/20/2011

3. Nomination and Election Process of Directors

Successor Directors to be elected shall be selected in the following manner: No later than thirty (30) days prior to the annual meeting of the Corporation, a Nominating Committee of the Board of Directors shall notify the members of the Corporation of upcoming elections and shall request suggested nominees. The Nominating Committee shall be charged with the responsibility of compiling a slate of candidates from these submissions for election to the Board. Candidates must be Dracut residents, members of the corporation and at least eighteen (18) years of age.

In addition to the candidates selected by the Nominating Committee, any member, who is a Dracut resident, who is eighteen (18) years of age or older, may become a candidate for election to the Board of Directors by presenting the Nominating Committee with a petition for special nomination signed by at least one-tenth of the eligible voting members of the Corporation no later than fourteen (14) days prior to the date of the annual or special meeting at which the election is to occur. Such candidates will be added to the Nominating Committee Slate for positions on the Board of Directors. Signatures for purposes of this Section shall be deemed valid unless challenged prior to or as of the date of the election. Said elections shall be for those four (4) applicable Directors not appointed by the Board of Selectmen, the Town Manager, or the School Committee.

Revised 9/16/2010
Revised 10/20/2011

4. Removal of Directors; Vacancies

A Director may resign by delivering his or her written resignation to the Corporation at its principal office or to any Corporation Officer. Such resignation shall be effective upon its acceptance by the Board of Directors. Any Director who demonstrates actions unbecoming of a

Director or fails to attend three (3) consecutive meetings of the Board of Directors without sufficient excuse may be removed from the Board of Directors by a majority vote of those present and voting at a regular or special meeting of the Board of Directors. Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting prior to such vote for removal taking place.

Any vacancy on the Board of Directors shall be filled by the Board of Directors until the next scheduled election, except that appointed Directors shall be replaced by the appointment authority. Such a replacement Director shall serve until the end of the unexpired term of the person whose absence caused by the vacancy to exist.

Revised 10/20/2011

5. Disqualification

No member of the corporate staff shall serve as a member of the Board of Directors. No immediate family/relative of the corporation's staff shall serve as a member of the Board of Directors, nor shall any individual family/relative of a member of the Board of Directors be an employee of the corporation. No employee nor immediate family/relative of any employee of the Dracut cable licensee (i.e.: Comcast), or its parent or affiliate, may serve as a member of the Board of Directors. Nor shall any Director or immediate family member/relative become an employee of the cable licensee, its parent or its affiliates.

Revised 10/20/2011

6. Schedule of Meetings

Regular meetings of the Board of Directors for the transaction of such business as may be done in accordance with the law, the Articles of Organization, and these By-Laws, shall be held at such time as the Board of Directors may fix from time to time.

Special meetings of the Directors may be called by the President or by four (4) or more of the seven (7) Directors and shall be held at such time and for such purposes as may be specified in the call for said meeting.

The Clerk shall cause written notice of the regular and any special directors' meetings to be mailed, e-mailed, or delivered to each Director at last five (5) days before the date of such meeting, unless all of the Directors attend or sign a written waiver of notice.

7. Notice of Meetings

Except as hereinafter required, no notice of the time, place, or purposes of regular meetings of the Directors shall be necessary. Written notice of the first regular meeting of Directors following any change in the time, place and purpose of the meeting shall be given to each Director at least five (5) days prior to the day fixed for such meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting other than by

announcement at the meeting at which the adjournment is taken. Notice of regular meetings of the Directors, when required, shall be given by the Secretary. Although not required, relative to the private charitable status of the Corporation, Massachusetts general laws Chapter 39, Section 23A, and 238 may be used as a guideline for the conduct of board of Director meetings. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the Secretary at the request by such person or persons.

Revised 10/20/2011

8. Quorum of Directors

A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business. And the acts of a majority of the Directors present at the meeting at which a quorum is present shall be the acts of the Directors, provided, however, that if all of the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Directors.

Revised 10/20/2011

9. Action of the Board of Directors

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Corporation's Articles of Organization, or these By-Laws.

10. Compensation of Directors

Directors shall not be compensated for their services as Directors other than the reimbursement of reasonable and necessary expenses incurred in the performance of such services.

A Director will not be precluded from serving the Corporation in any other capacity, other than as a staff member, provided that full disclosure of the nature of such service and the compensation therefore, if any, is filed with the Clerk of the corporation. If appropriate, a formal agreement with said Director will be approved by the Board of Directors prior to the service being performed; provided, however, that no conflict of interest is inherent in such service. Such Director will be precluded from voting on the formal agreement or on any issue coming before the Board that relates to such service.

Article IV

Officers

1. General Officers

The Board of Directors of the Corporation shall appoint the initial officers of the Corporation from among the Directors of the Corporation. The officers of the Corporation

shall consist of a President, Treasurer, Clerk, and such other officers as the Board of Directors may deem desirable. The officers shall be elected by the Board of Directors from the Board of Directors. No person shall hold more than one office at any one time. Each officer of the Corporation shall be elected annually at the meeting following the annual meeting and shall hold office until the meeting following the annual meeting of the corporation, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

The Board of Directors may remove from office any officer of the Corporation by a vote of two thirds (2/3) of its number then in office whenever, in their judgment, the best interests of the Corporation will be served. A vacancy in any office may be filled by vote of the Board of Directors. Officers shall not be compensated for their services as officers of the Corporation. Removal from office shall not result in removal as a Director unless in accordance with rules governing same.

2. President

The President, elected in accordance with the provisions hereinabove, shall preside at all meetings of the Members and Directors. The President shall nominate the chairpersons of any and all other committees and may serve as an officio member of each such committee with voting powers as set by each such committee.

3. Treasurer

The Treasurer shall be responsible for the custody of the corporate -funds, for keeping current and accurate account of receipts and disbursements of the corporation, for depositing all monies in the name of the Corporation in an institutional interest-bearing account, and in such depositories as may be designated by the Board of Directors. The Treasurer shall furnish a quarterly or monthly financial statement and an annual statement of all receipts and disbursements of the Corporation to the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond, which bond shall be an expense of the Corporation.

4. Clerk

The Clerk, (who may also known as the Secretary), shall issue notices of all meeting of the Board of Directors and send such other official notices as may be directed by the Board of Directors or required pursuant to these By-Laws. The Clerk shall be responsible for all general correspondence of the Board of Directors and, in general, perform all duties incidental to the office of Clerk and such other duties as, from time to time, may be assigned to him or her by the President or by the Board of Directors. The Clerk shall take or tie responsible for the taking and keeping of all Minutes of meetings of the Board of Directors and Members called in accordance therewith.

5. Vice President

A Vice President or Vice Presidents may be elected, from time to time, by the Board of Directors. The Vice President will fulfill the duties of the President in the event of the absence or incapacity of the President and will have such other powers and will perform such other duties as set forth in these By-Laws as now or hereinafter amended and as the Board of Directors may designate from time to time. In the event of the absence or incapacity of the Vice President, the second Vice President (if any there be), shall serve in the absence; of the first Vice President; and if there be no Vice President, then the Treasurer, and then the Clerk, shall serve in such order of sequence in order to fulfill such presidential duties.

Article V

Committees

1. Appointment and Duties of the Standing Committee

Committee chairpersons shall be nominated by the President and elected by majority of the Board of Directors. The members of each standing committee shall be nominated by the President, after consultation with the chairpersons of such committee. The Board of Directors shall elect members so that committee composition shall reflect the diversity of interests and neighborhoods in the Town of Dracut. Committees shall develop relevant policy recommendations for Board consideration. Chairpersons of Committees are responsible for keeping Minutes of their meetings and furnishing reports as requested.

2. Standing Committees

The Standing Committees of the Board of Directors shall include:

a. Finance and Fundraising Committee

The Finance and Fundraising Committee shall review the annual financial statements, approve annual reports, and make recommendations to the Board the selection of and fees to be paid to an accountant or accountants for the Corporation. It shall be the responsibility of the Finance and Fundraising Committee to report to the Board of Directors whether the Corporation is meeting its projected budget; on the scope and adequacy of the audits and related fees; and to continually monitor and report to the Board of Directors of the effectiveness and adequacy of the Corporation's internal accounting controls. The Finance and Fundraising Committee shall, with the assistance of the executive director of the studio, develop and recommend to the Board the annual budget, and shall regularly monitor the Corporations expenses and income.

The Finance and Fundraising Committee shall develop and implement fundraising strategies for the Corporation. The Committee shall recommend to the Board of Directors various fundraising plans as needed; and upon the adoption of a fundraising plan by the Board of Directors, the Committee shall enlist Members of the Board of Directors, officers, Members, and other volunteers to assist in the implementation of specific projects. The Committee shall meet regularly to monitor the Corporation's fundraising status and to review grant proposals.

b. Membership and Training Committee

The Membership and Training Committee shall develop and implement strategies for developing a broad-based membership in the Corporation, which encourages and fosters the development and production of access and community programming. Subject to review of the Board of Directors, this Committee shall handle all appeals regarding membership status and any other grievances of the Members.

Except as necessary to comply with appropriate Federal law and regulations and to provide the community access time described in the preceding paragraph, the Corporation's regulations governing the availability of program time and the Corporation's equipment and facilities shall provide for non-discriminatory access and use; provided, however, that the regulations may restrict use of equipment and facilities to Members of the Corporation who are qualified or certified to use them.

The Committee shall develop and implement policies for the Corporation's training activities, including outreach to publicize the availability of training activities, determining the subject matter of workshops and classes and certification requirements.

c. Nominating Committee

The Nominating Committee shall select candidates for election to fill vacancy(ies) of the elected Directors of the Board of Directors. The Nominating Committee shall be charged with soliciting the names of nominees for the Board of Directors from the general membership and with the preparation of a slate of candidates to fill such vacancy(ies) as elsewhere herein provided in Article Three.

d. Education and Programming Committee

The Education and Programming Committee shall be responsible for ensuring that a wide variety of programming which addresses the interests and needs of residents is available whether through the production or acquisition of such alternative programming and shall be responsible for promoting educational programming responsive to the needs of the schools and community. The staff person hired by the organization to serve as the executive director shall work with the Education and Programming Committee and with the Board of Directors and shall be responsible for implementing activities designed to ensure reasonable community coverage, including, but not limited to, coverage of the Board of Selectmen and School Committee meetings, subject to oversight as herein provided in these By-Laws.

The Education and Programming Committee shall review and evaluate the allocation of channel capacity and other programming capacity which the Corporation manages, operates, or otherwise aids in scheduling; shall, subject to the direction and approval of the Board of Directors, coordinate the operation of such channel capacity with the operator of the cable television system; shall annually recommend to the Board of Directors revisions to the long-range plans of the Corporation; shall recommend to the Board of Directors a procedure for the development and

evaluation of strategies to maximize the quantity and quality of original programming produced or fostered by the Corporation; recommend to the Board of Directors an educational programming plan designed to provide educational benefits to the community and schools; recommend to the Board of Directors different plans for educating members about the role of access television and about the history of television, film, and related media; review and recommend to the Board of Directors proposals for grant funding and monitor and report regularly all programming and channel operation activities to the Board of Directors.

e. Facilities and Equipment Committee

The Facilities and Equipment Committee shall evaluate the use of the Corporation's access and community programming facilities and shall also be responsible for recommending all capital expenditures. This Committee shall oversee matters regarding real estate, leases, mortgages, sales, purchases, pledges, and security interests.

f. Community, School, and Municipal Relations

The Community, School and Municipal Relations Committee shall explore and recommend to the Board of Directors ways of integrating the Corporation into the community to serve the diverse needs of all community, school and municipal organizations, ethnic groups and other interests and shall inform and generally educate all such diverse groups about the Corporation and its services and facilities and cultivate interest in and access to the Corporation.

g. Personnel Committee

The Personnel Committee, in cooperation with the Executive Director, shall formulate job descriptions for the Corporation's personnel and amend such descriptions from time to time. The Personnel Committee shall also review and evaluate personnel, practices, salary ranges, benefits and other related personnel matters. The Committee will also report and recommend other appropriate personnel action to the Board of Directors. The Personnel Committee shall recommend an Executive Director to the Board of Directors for their approval. The Personnel Committee and the Executive Director, jointly, will be responsible for recommendations to the Board of Directors in the hiring of all other employees.

Notwithstanding the foregoing, the Board may at any time create a Personnel Committee pursuant to these By-Laws.

h. Other Committees

The Board of Directors may, by majority vote, create such other committees and delegate such responsibilities to those committees as shall be considered desirable and permissible from time to time.

Article VI

Miscellaneous Provisions

1. Fiscal Year

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall be the twelve month year beginning on January 1 and ending on December 31.

2. Annual Financial Review

The accounting books of the Corporation shall be reviewed annually by an independent certified public accountant retained by the Board of Directors, and the report of such accountant shall be filed with the records of the Corporation.

3. Execution of Corporate Instruments

Mortgages, notes, bonds, checks, and such other evidences of indebtedness and instruments requiring the signature of the Corporation, shall be signed by the President and Treasurer or by such other officer(s) as the Board of Directors may, -from time to time, determine by resolution. No loans or other contracts of indebtedness shall be signed on behalf of the Corporation and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

4. Amendments

By-Laws may be altered, amended or repealed at any regular, special or annual meeting, in the following manner:

1. Any member in good standing may submit an amendment to these By-Laws to the Board of Directors. Said proposed amendment will be submitted in writing to the secretary of the Board.
2. At its next scheduled meeting the Board of Directors will take an open vote on said proposed amendment. A two-thirds (2/3) vote of the members of the Board present is necessary to amend, alter, or repeal any part or all of these By-Laws.
3. The membership may call for a re-consideration of the Board of Directors' vote by submitting a petition of twenty (20) signatures of members in good standing to the secretary of the board. A meeting for said purpose will be called within thirty (30) days of receipt of said petition.
4. The vote of the Board of Directors may be overridden by a vote of two-thirds (2/3) of members in good standing present at any regular, special, or annual meeting called for the purpose of said override, provided that all members be notified by mail, or e-mail, of said override vote, that notice of said override vote will be posted

and maintained in the office of DATV, and on the DATV message board for not less than ten (10) days prior to said meeting.

5. Any amendment to the Articles of Organization shall be subject to the same requirements as herein set forth.

Revised 9/16/2010
Revised 10/20/2011

5. Conflicts of Interest

No Director or officer of the Corporation may participate in the evaluation, review, and approval of any application for a grant or any other matter in which he or she has a direct personal interest therein.

All grants and other transactions shall be conducted at arm's length and shall not be in violation of proscriptions in the Articles of Organization, these By-Laws, or any other applicable prohibition against the Corporation's use or application of its funds for private benefit. No such loan or transaction shall be entered into if it would result in the denial or loss of tax-exempt status pursuant to Section 501 (c) (3) of the Internal Revenue Code or such other applicable sections, if any, of the Code and its regulations as they now exist or/ hereafter, may be amended.

6. Seal

The Board of Directors shall approve and adopt a corporate seal, which shall have inscribed thereon the name of the Corporation, state of incorporation, year of incorporation, and the words, "Corporate Seal". The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

7. Non-Discrimination

Nomination or selection of the Board of Directors, officers, committee members, members, volunteers, and staff of the Corporation shall not be based on race, color, religion, national origin, disability, or sexual preference.

8. Agreements With Other Municipalities and Access Entities

The Corporation may enter into contracts and agreements with other municipalities, access corporations, or cable television licensees to provide cable television access services and to share resources including, but not limited to: facilities, equipment and staff and other resources, and enter into other agreements to carry out activities consistent with the purposes of the Corporation. Such agreements or contracts should provide necessary resources to the Corporation to serve the particular municipality in question. In the event that such agreements or contracts involve occasional transactional cooperation and collaboration including, but not limited to, sharing of occasional programs or occasional technical assistance, equipment and resource exchange, such agreements shall not require the prior approval of the Board of Directors or Board of Selectmen; however, at least the approval of

the executive staff person (studio director) shall be required. In the event that such inter-municipal or inter-entity agreements involve a formal joint venture, formal partnership, or contractual relation resulting in a change in the intended mission, audience or membership of the Corporation or otherwise resulting in other municipalities or other studio or programming entities having regular benefit or use of assets or resources of the Corporation, such agreements or contracts must be approved by the Board of Directors and by the Board of Selectmen.

9. Annual Report

The Corporation shall prepare an Annual Report of operations and budget, and copies of same shall be available to the public. Upon written request of the Board of Selectmen or its designee, the Corporation shall provide the Board of Selectmen, for advisory purposes only, opportunity to review and discuss the Corporation's budget. The Corporation shall participate in hearings to be conducted by the Board of Selectmen or its designee to discuss for advisory purposes the Corporation's operations.

10. Public Meetings

For purposes of determining whether meetings of the Corporation held pursuant hereto shall be open to attendance by members of the public, but not for other purposes.

Revised 10/20/2011

Article VII

Indemnification

To the fullest extent permitted by the provisions of Mass. General Laws, Ch. 180, S. 3, as it exists or as the same may be amended, each Officer and Director of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which he/she becomes subject by reason of his/her being or having been an Officer or Director, whether or not he or she continues to be an Officer or Director at the time of the adjudication of such claim or liability. The Corporation shall also indemnify such Officer or Director for any and all legal and other expenses reasonably incurred by him or her in connection with any actual or threatened action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been such an Officer or Director, whether or not he or she continues to be an Officer or Director at the time of incurring such expenses. No Officer or Director shall be indemnified against any action, claim, suit or proceeding in which he or she shall be finally adjudged, liable by reason of his or her own negligence or willful misconduct or malfeasance; and no such Officer or Director shall be indemnified against the costs of any compromise or settlement of any such alleged claim or liability, unless said compromise or settlement shall be approved in advance by the Board of Directors.