

Bylaws of Area 58 Community Access Media, Inc.
Adopted 1997; Amended 2015

Article 1

Name, Purposes, Powers and Related Matters

The name of Area 58 Community Access Media, Inc. (hereinafter in these Bylaws referred to as the "Corporation"), the location of its principal office and its purposes shall be as set forth in the Articles of Organization and these Bylaws, and the Corporation shall be exclusively charitable, scientific, or educational within the meaning of Section 501(c) (3) of the Internal Revenue Code, as amended from time to time.

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 Bylaws.

All references in these Bylaws to the Articles of Organization shall be construed to mean the Articles of Organization as from time to time amended.

Article 2

The Members

1. Eligibility

All residents of the Towns of Carver, Halifax and Plympton and students attending schools in the Towns of Carver, Halifax and Plympton are eligible for membership in the Corporation (“Members”). Additionally, educational, governmental, health care, arts, religious, business, civic and other entities or organizations which are based in Carver, Halifax or Plympton are eligible for organizational membership. Non- Residents may become non-voting members of Area 58 at the discretion of the Executive Director, and/or the Board of Directors.

2. Qualification for voting Membership

Voting membership in the Corporation is open to individuals residing in the Towns of Carver, Halifax and Plympton (the “Towns”) who demonstrate their interest in the affairs of the Corporation by:

- a. Completing and returning to the Corporation an Access Membership Enrollment Form;
- b. Paying the prescribed membership dues, if any, 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 twenty (20) days prior to any meeting of members. Non-voting membership shall be available for organizational members.
- d. A Director shall be deemed a Member in addition to being a Director, and may vote on votes taken by the Members if he or she otherwise meets the criteria for membership and Member voting.
- e. Non- Resident members do not have voting privileges.

3. Annual Meeting of Members

The Annual Meeting of Members shall be held in the Towns of Carver, Halifax or Plympton during September of each year for the purpose of transacting such 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 and Members shall be notified of each meeting as provided herein. The Directors of the Corporation may adopt procedures to provide for separate meetings of members from the individual Towns to occur during the Annual Meeting to enable members to elect directors from their respective Towns in accordance with Art. III, § 2.

4. Special Meeting of Members

Special Meetings of Members shall be called by the President upon request of the Board of Directors or upon written request therefore submitted to the Corporation by not less than ten (10) members in good standing and entitled to vote at such a meeting.

5. Notice of Meetings

A written notice of every annual or special meeting of the Corporation, stating the place, date, hour, and purpose shall be given not less than seven (7) nor more than thirty (30) days before the date of the meeting to each member entitled to vote at such meeting at his or her address as it appears upon the records of the Corporation. Notwithstanding the foregoing, the Directors may by majority vote adopt rules for allowing email notice of meetings.

6. Quorum of Members

Twenty percent (20%) of the Members entitled to vote, present in person or in proxy, shall constitute a quorum at any annual or special meeting of Members. If a quorum shall fail to attend, a majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present in person or by proxy. At such adjourned meeting at which a quorum is present or by written proxy, any business may be transacted that might have been transacted at the meeting as originally notified.

7. Procedure for Voting

Members shall be entitled to vote on all matters submitted to the Members for approval at meetings of the Members except as otherwise provided herein. Those eligible to vote on a question may vote in person but not by written proxy. The act of a majority of the Members present at a meeting at which a quorum is constituted shall be the act of the Members, unless the act of a greater number is required by law, the Corporation's Articles of Organization or these bylaws.

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 governance 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.

Article 3

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 the General Laws, the Articles of Organization and these bylaws. Exercise of the foregoing powers shall be in furtherance of and subject to the charitable purposes of the Corporation and in accordance with local, state and federal law(s).

2. Appointment and Tenure

The Corporation shall be governed by a Board of Directors, which Board of Directors shall be comprised of ten (10) directors as set forth further below.

- a. Carver shall have five (5) Directors. The Carver Board of Selectmen shall appoint five (5) Directors to serve as of the effective date of the Agreement between the Towns and Regional Access Corporation. Three (3) of the foregoing five (5) initial Carver Directors shall serve initial terms of, respectively, three (3) years; two (2) years and one (1) year; and, on an ongoing basis, their successors shall be elected for terms of three (3) years by the Corporation's members who are residents of Carver. One (1) of the

foregoing five (5) initial Carver Directors shall serve an initial term of one (1) year, and the successors to this Director shall, on an ongoing basis, be appointed by the Carver Selectmen for terms of three (3) years. One (1) of the foregoing five (5) initial Carver Directors shall serve an initial term of two (2) years and, on an ongoing basis, the successors to this Director shall be appointed by the Carver Selectmen for terms of three (3) years. One Carver alternate Director may be elected by the Corporation's Carver Directors. Board members, including alternates, who miss three consecutive meetings without an accepted cause shall be subject to removal from the Board.

- b. Halifax: Halifax shall have three (3) Directors. The initial three (3) Halifax Directors shall be appointed by the Halifax Board of Selectmen for terms, respectively, of one (1), two (2) and three (3) years. Upon the expiration of the term of the initial Halifax Directors serving one and two-year terms, the Corporation's members who are residents of Halifax shall, on an ongoing basis, elect successor Directors serving three-year terms. Upon the expiration of the term of the initial Halifax Director appointed by the Board of Selectmen to serve a three-year term, the Board of Selectmen shall, on an ongoing basis, appoint a successor Director who shall serve a three-year term. One Halifax alternate Director shall be elected by the Corporation's Halifax Board members. Board members, including alternates, who miss three consecutive meetings without an accepted cause shall be subject to removal from the Board.
- c. Plympton: Plympton shall have two (2) Directors. The initial two (2) Plympton Directors shall be appointed by the Plympton Board of Selectmen for terms, respectively, of one (1), and two (2) years. Upon the expiration of the term of the initial Plympton Directors serving one and two-year terms, the Corporation's members who are residents of Plympton shall, on an ongoing basis, elect successor Directors serving three-year terms. Upon the expiration of the term of the initial Plympton Director appointed by the Board of Selectmen to serve a three-year term, the Board of Selectmen shall, on an ongoing basis, appoint a successor Director who shall serve a three-year term. One Plympton alternate Director shall be elected by the Corporation's Plympton Board members. Board members, including alternates, who miss three consecutive meetings without an accepted cause shall be subject to removal from the Board.

- d. Notwithstanding Directors being elected or appointed by, respectively, members and/or Selectmen and officials of the individual Towns, and notwithstanding the role of such Directors as liaisons to their respective Towns, said Directors shall, consistent with applicable law, serve as Directors on behalf of the best interests of the Corporation as a whole.

3. Nomination and Election Process for Member-elected Directors

Any Member may become a candidate for election as one of the member-elected Directors by presenting the Board of Directors with a petition for nomination signed by at least three (3) eligible voting Members of the Corporation and submitted to the Corporation not less than thirty (30) days prior to the Annual Meeting. .

Notwithstanding the foregoing, the Boards of Selectmen of Carver, Halifax and Plympton, as cable license Issuing Authorities, retain the right to nominate and appoint their own Directors pursuant to Article 3, Section 2.

4. Removal of Directors, Vacancies

Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without reasonable excuse may be removed from the Board of Directors by a vote of not less than a majority of the other Directors at a regular or special meeting of the Board of Directors. Any Director proposed to be removed for missing meetings 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. A Director may also be removed for other cause subject to the procedure set forth in the preceding sentence by a vote of not less than a majority of the other Directors.

Any vacancy on the Board of Directors shall be filled by appointment or election in accordance with this Article 3. Such a replacement Director shall serve until the end of the unexpired term of the person whose absence caused the vacancy to exist.

5. Disqualification

No member of the Corporation's staff or applicant for a position with the Corporation shall serve as a member of the Board of Directors. No close relative of the Corporation's staff shall serve as a member of the Board of Directors nor shall any close relative of a member of the Board of Directors be an employee of the Corporation.

6. Schedule of Meetings

The Board of Directors shall hold at least three (3) regular Directors meetings during each fiscal year of the Corporation. The Board of Directors may hold special Directors' meetings whenever requested by the President or one third (1/3) or more of the Directors.

The Secretary shall cause written notice of the regular and any special Directors' meetings to be mailed or delivered to each Director at least five (5) days before the date of the meeting, unless all of the Directors attend or sign a written waiver of notice. Notwithstanding the foregoing, the Directors may by majority vote adopt rules for allowing email notice of Directors meetings.

7. Meetings Open to the Public

Notwithstanding the private charitable status of the Corporation, the Massachusetts Open Meeting Law, M.G.L. c. 30A, §20 et seq., shall be used as a nonbinding guideline only for conducting meetings of the Board of Directors that are open to the public; provided, however, that the Corporation is a private non-profit organization and is not a governmental body. Whenever the Board of Directors determines to hold a closed meeting, it shall publicly specify its reasons for closing the meeting. The posting of notices of meetings and notices to Directors shall be in conformity with these Bylaws and not the requirements of M.G.L. Chapter 30A and, furthermore, nothing in these Bylaws shall preclude the Directors from taking action through written unanimous consent.

8. Quorum of Directors

A majority of the Directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present shall adjourn the meeting with notice of any rescheduled or reconvened meeting subject to the meeting notice requirements set forth in these bylaws.

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 Bylaws.

10. Compensation of Directors; Conflict of Interest Policy

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. However, nothing herein shall preclude any Director from serving the Corporation in any other non-staff capacity and receiving compensation therefor. The terms and circumstances of any such compensation must be fully disclosed in writing to the Board of Directors and must be approved by an affirmative two-thirds vote of the Board of Directors and further subject to the interested Director recusing himself/herself from voting on any matter involving such compensation.

11. Self-Dealing Transactions

The corporation shall not be a party to a transaction in which one or more of its Directors or staff has a material financial interest ("Interested Director or Interested Staff Person") unless prior to entering into the transaction there is full disclosure to the Board of the material facts as to the proposed transaction and the Interested Director's interest, or the Interested Staff Person's interest and investigation and report to the Board regarding the proposed transaction, and the Board in good faith and by a vote of a majority of the Directors then in office (without including the vote of any Interested Director) resolves and finds that (1) the transaction is in the corporation's best interests and for the corporation's own benefit, (2) the transaction is fair and reasonable as to the corporation, and (3) after reasonable investigation under the circumstances as to alternatives, the corporation could not have a more advantageous arrangement with reasonable efforts under the circumstances; and approves the entire transaction.

Article 4

Officers

1. The Board of Directors of the Corporation shall elect the initial officers of the Corporation from among the Directors of the Corporation. The officers of the Corporation shall consist of a President, Secretary, Treasurer, and such other officers as the Board of Directors may deem desirable. All 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 Annual Meeting and shall hold office until the following Annual 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 by a vote of three-fifths (3/5) of its entire number then in office. 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.

2. President/Chairman

The President/Chairman shall preside at all meetings of Members and Directors.

3. Secretary/Clerk

The Secretary/Clerk ("Secretary") shall issue notices of all meetings of the Board of Directors, and shall send such official notices as may be directed by the Board or required pursuant to these Bylaws. The Secretary shall also be responsible for all general correspondences of the Board and in general performing all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

4. Treasurer

The Treasurer shall be responsible for the custody of the corporate funds; keeping full and accurate accounts of receipts and disbursements to the Corporation; depositing all moneys 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 and 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.

Article 5 Committees

1. Committees

The Board of Directors may, by majority vote of the Board, constitute the following as advisory Committees:

- a. Finance and Fundraising
- b. Membership and Training Facilities and Equipment
- c. Education and Programming

As determined by the Board of Directors, members may be appointed to and serve on said standing committees, and any Committee shall be subject to the control of the Board of Directors.

2. Appointment and Duties of Committees

Committee chairpersons shall be nominated by the President and elected by majority of the Board of Directors. The members of each committee shall be nominated by the President, after consultation with the chairpersons of such committee. Committees shall develop relevant policy recommendations for Board consideration. Chairpersons of Committees are responsible for making certain that the minutes of their meetings are recorded and that reports are available as requested.

3. Finance and Fundraising Committee

The Finance and Fundraising Committee shall review the annual financial statements, approve annual audit reports and recommend to the Board the selection of, and fees to be paid to accountants for the Corporation. It shall be the responsibility of the Finance 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 on the effectiveness and adequacy of the Corporation's internal accounting controls. The Finance Committee shall develop and recommend to the Board the annual budget, and shall regularly monitor the Corporation's 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.

4. Membership and Training / Facilities and Equipment Committee

This 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 Board of Directors' review, the Committee shall handle all appeals regarding membership status and any other grievances of the Members.

The Corporation's equipment and facilities shall provide for non-discriminatory access and use subject to these by-laws and applicable law, if any; 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 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.

In addition, this Committee shall evaluate the use of the Corporation's access and community programming facilities and shall also be responsible for recommending all capital expenditures. The Committee shall oversee matters regarding real estate and leases.

5. 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 and students 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 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 plan 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 and 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.

6. Other Committees

The Board of Directors may, by majority vote, create such other committees, including a nominating committee pursuant to Article 3, Section 3 and delegate such responsibilities to those committees as shall be considered desirable and permissible from time to time.

Article 6
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 (12) months ending December 31st of any given year.

2. Annual Financial Review

The account 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.

Contracts, mortgages, bonds, notes, checks, other evidences of indebtedness and such other instruments as the Corporation may issue in the conduct of its business shall carry the signature of the President and such other officer or officers the Board of Directors may from time to time determine by resolution. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board-of Directors. Such authority may be general or confined to specific instances.

4. Amendments

Any part or all of these By-laws may be altered, amended or repealed from time to time by a two-thirds (2/3) vote of the Board of Directors present at a regular or special meeting of the Board duly called for that purpose, provided that notice of the substance of the proposed alteration, amendment or repeal shall be stated in a notice for such meeting mailed to the Board of Directors no less than ten (10) days before such meeting. Any such changes must be ratified at the next scheduled annual meeting. Notice of such proposed changes must be provided with the notice of annual meeting pursuant to per Section 5 of Article 2.

5. Conflict 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.

All grants and other transactions shall be conducted at arm's length and shall not violate the proscriptions in the Articles of Organization, these bylaws, 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 denial of or loss of tax-exempt status under Section 501 (c)(3) or other section(s) of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended.

6. Seal

The Board of Directors shall approve and adopt a corporate seal which shall have inscribed thereon the name of the Corporation and the state 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

Selection of the Board of Directors, officers of the Corporation, Members, volunteers and staff shall not be based on age, race, color, religion, age, national origin, or sexual preference.

8. Additional Municipalities

The Corporation may enter into agreements with other municipalities, access corporations or cable television licensees to provide 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 should provide necessary resources to the Corporation to serve the particular municipality in question. Such agreements must be approved by the Board of Directors; however, any Corporation agreement with additional municipalities shall be subject to approval by the Boards of Selectmen of Carver, Halifax and Plympton.

9. Personnel Policies

The Board of Directors shall be charged with developing the Corporation's personnel policies, job descriptions and advertisements, reviewing and evaluating staff salaries and benefits and the performance of the Executive Director and shall be responsible for related personnel matters and grievances and coordinating the hiring of the Executive Director. Notwithstanding the foregoing, the Board may at any time create a Personnel Committee pursuant to Section 9 of this Article.

Article 7

Executive Director and Staff

The Board of Directors may authorize such staff positions as may be necessary in the conduct of the business of the Corporation, including an Executive Director. The Executive Director 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, shall supervise the daily operations of the other employees and shall have additional authority and duties, as the Board of Directors may from time to time prescribe. All such policies, directions and duties shall be communicated to the Executive Director by the President of the Corporation or by such person as designated by the Board. The Executive Director shall report to and be directly responsible to the President of the Corporation or report to such person as designated by the Board.

The Executive Director shall be entitled to compensation for his or her services. The Board of Directors shall negotiate a contract with the Executive Director specifying salary, initial term of service, renewal and other provisions as appropriate. The Executive Director shall not be deemed a member of the Board of Directors, nor shall he or she be deemed to be an officer of the Corporation.

Article 8

Indemnification

To the fullest extent permitted by Chapter 180, Section 3 of the Massachusetts General Laws as it exists or may be amended each Officer, and the 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/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/her in connection with any actual or threatened action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been such an Officer or Director, whether or not he/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/she shall be finally adjudged liable by reason of his/her own negligence or willful misconduct; and no such Officer or Director shall be indemnified against the cost 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.