

The Bylaws of Holbrook Community Access and Media, Inc.

The By-Laws of Holbrook Community

Access and Media, Inc.

(Adopted May 9, 2008, | Edited 2018,2022)

- 1. Name, Purposes, Location, Corporate Seal, and Fiscal Year**
- 2. Membership**
- 3. Meetings of the Membership**
- 4. Board of Directors**
- 5. Meetings of the Board of Directors**
- 6. Officers**
- 7. Committees of the Board**
- 8. Parliamentary Authority**
- 9. Executive Director**
- 10. Indemnification Liquidation or Dissolution**
- 11. Amendments**
- 12. Self-Dealing Transactions; Conflict of Interest**
- 13. Execution of Papers & Spending**
- 14. Annual Audit**

Article 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL, and FISCAL YEAR

1. **Name.** The name and purposes of this Corporation shall be Holbrook Community Access and Media, Inc. (hereinafter in these By-Laws referred to as the "Corporation" or "HCAM"), unless and until changed by amendment of the Articles of Organization.
2. **Purposes.** The purposes of the Corporation shall be as set forth in the Articles of Organization. Such purposes shall be exclusively charitable, scientific, and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as amended from time to time. Consistent with the foregoing, the Corporation shall provide the residents, schools, organizations, and businesses of Holbrook, Massachusetts with non-commercial public and educational community cable television services, and public access to community cable television facilities and training, and the Corporation may engage in such other related or lawful activities as may be consistent with the purposes of the Corporation, its Articles of Organization and applicable law. The activities and operations of the Corporation shall be in compliance with Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time.
3. **Location.** The principal office of the Corporation in the Commonwealth of Massachusetts shall be located at 245 S Franklin St Door 9, Holbrook, MA. The Directors may change the location of the principal office effective upon filing a certificate with the Secretary of the Commonwealth.
4. **Corporate Seal.** The Directors may adopt and alter the seal of the corporation.
5. **Fiscal Year.** The fiscal year of the Corporation shall begin on Jan. 1 and end on December 31 of each year, unless otherwise decided by the Board of Directors.

Article 2. MEMBERSHIP

1. **Eligibility.** Current and former residents of Holbrook or a current member of a Holbrook based organization, regardless of access to cable television, who are in harmony with the purpose of the organization are eligible for membership in the Corporation, as well as any current or former volunteers of the organization regardless of residency.
2. **Voting Members.** Voting membership is open to any person eighteen (18) years of age or older who meets the eligibility requirements in section one (1) of this article. Any person interested in becoming a voting member

of the Corporation shall submit a signed application to the Corporation, on a form approved by the Board of Directors. Said application may require the member to accept such lawful operating rules as may be adopted, and from time to time amended, by the Board of Directors. **Non-voting Members.** Non-Voting membership is open to any person under eighteen(18) years of age or younger who meets the eligibility requirements in section one (1)of this article. Any person interested in becoming a non-voting member of the Corporation shall submit a signed application to the Corporation, on a form approved by the Board of Directors. Said application may require the member to accept the lawful operating rules as may be adopted, and as amended, by the Board of Directors.

3. **Categories of Membership.** The Board of Directors may from time to time create and dissolve categories of membership, and determine the fees, obligations, rights, and benefits that apply to each category of membership, subject to and in accordance with applicable law.
4. **Voting Rights.** At every regular or special meeting of the membership, each voting member shall be entitled to one (1) vote on each matter submitted by the Board of Directors to a vote of the membership, subject to the said voting member having been a voting member not less than 30 days prior to such vote. Directors shall have the right to vote as members in any election or vote in elections or votes before the general membership.
5. **Proxies.** No proxies are allowed for any election or any votes of the membership at regular or special meetings.
6. **Absentee Ballots.** Absentee ballots for Board seats or items for a vote by the membership may be requested two weeks prior to a regular meeting of the membership or special meeting as long as returned by the date of the meeting.

Article 3. MEETINGS OF THE MEMBERSHIP

1. **Annual Meeting.** An annual meeting of members shall be held on the last Saturday in January or within two (2) months thereof. Election of Directors shall occur at such Annual Meeting, subject to these By-Laws. The nomination of Directors to be elected at such Annual Meeting shall be further subject to Article 7 regarding the Nominating Committee. If the annual meeting is omitted on that day, a special meeting may be held in its place, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the annual meeting. Said Annual Meeting shall be open to all members

2. **Special Meetings.** A special meeting of members may be called at any time by the Board of Directors, upon written application of members representing at least twenty percent (20%) of membership required for a vote upon any matter at the annual meeting of members. Any Annual Meeting matters transacted at a Special Meeting in lieu of an Annual Meeting shall be open to all members.
3. **Place of Meetings.** All meetings of the members shall be held at the principal office of the Corporation in Holbrook, or at such other place as the Board of Directors may find suitable for conducting business.
4. **Notice of Meetings.** A written notice of every annual, regular or special meeting of membership shall be sent via post or electronically ten (10) days prior to the meeting. Call for the meeting shall be made by the Clerk of the Board of Directors or in case of his or her absence, incapacity, or refusal, by any other officer stating the date, hour, the purpose of the meeting, and place at which it is to be held.
5. **Quorum.** At any annual or special meeting of the members, a quorum shall consist of ten percent (10%) of the eligible voting membership.

Article 4. BOARD OF DIRECTORS

1. **Powers and Duties.** The affairs of the Corporation shall be managed by the Board of Directors, who shall have and may exercise all powers of the Corporation, except those powers reserved to the members by law, the Articles of Organization, or these By-Laws.
2. **Number.** The number of Directors shall be five (5), and an alternate Director of one (1) that shall have the voting ability when a quorum is needed to conduct a Board meeting. Five (5) Directors and one (1) alternate shall be elected by the Corporation's voting members and or appointed in accordance with these by-laws.
3. **Eligibility:** Board of Directors will be comprised of a current or former residents of Holbrook or a current or former member of a Holbrook-based organization.
4. **Non-voting, Ex-officio Members.** The Executive Director will be a non voting Ex-Officio member of the Board of Directors. The Board of Directors may designate other persons to this designation.
5. **Voting.** Each voting Director shall have one (1) vote.

6. **Term of Office.** The term of each Director shall be three (3) years.
7. **Composition.** The Board of Directors shall consist of five (5) Directors and shall also have one (1) alternate as needed; Each Director shall hold office until a successor is elected or appointed unless removed prior thereto in accordance with law and these By-Laws.
8. **Resignation or Removal.** A Director may resign by delivering his or her written resignation to the Corporation at its principal office or to the President of the Board, or by presenting his or her resignation in person at a Board meeting. Such resignation shall be effective upon its acceptance by the Board of Directors and the election or appointment of his or her successor. Any Director who fails to attend three (3) consecutive regularly scheduled Board meetings without notice to the President or the Executive Director may be removed from the Board of Directors at a regular or special meeting of the Board of Directors. Any Director may be suspended or removed by a vote of the majority of the voting Directors then in office. Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the Board meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the Board at such meeting prior to such vote for removal taking place.
9. **Vacancies.** Any vacancy on the Board of Directors arising at any time and from any cause will be filled by the alternate Director until the next annual meeting. If there is no alternate Director, the Board of Directors may appoint someone, in accordance with section three of this article, to fill the vacancy until the next annual meeting. At which time the appointed Director can seek to be elected to the remainder of the resigned term.
10. **Disqualification.** No consultant for the Corporation or member of the Corporation staff shall serve on the Board of Directors except that former consultants or former members of staff may serve on the Board as provided below. No Director may apply for a staff position without first resigning from the Board. No former consultant for the Corporation or former member of the Corporation's staff may serve on the Board of Directors prior to three months from ending paid service or leaving employment.
11. **Compensation.** No member of the Board of Directors shall be compensated for his or her services as a Director. The Corporation may reimburse any Director for necessary expenses incurred in the execution of his or her Board duties and responsibilities.

Article 5. MEETINGS OF THE BOARD OF DIRECTORS

1. **Regular Meetings.** Regular meetings of the Directors may be held at such places and at such times as the Directors may determine. There shall

be at least four (4) regular meetings of the Directors per year. All regular meetings shall be open to all of the organization's members.

2. **Special Meetings.** A special meeting of the Directors may be called by the President of the Board of Directors, or by two (2) or more Directors, and shall be held at such time and for such purposes as may be specified in the call for said meeting and the Board of Directors may transact Annual Meeting business at the Special Meeting in, lieu of Annual Meeting. Special meetings may be held by telephone conference call or such other means as designated by the Board of Directors. Special meetings held for the purpose of conducting annual meeting business or elections are open to all members.
3. **Executive Session.** The meetings of the Board of Directors generally shall be open to all members, however, the Board of Directors for good cause in their reasonable discretion may go into Executive Session by a majority vote of the Board of Directors members present.
4. **Quorum.** A majority of the voting Directors currently in office or two (2) voting Directors and the alternate Director shall constitute a quorum for the transaction of business. Action may be taken by a majority of the quorum present.
5. **Participation by Telephone or Written Proxy.** Any Director unable to attend a regular or special Board meeting in person may, at his or her own expense, participate by telephone or video conference. Any absent Director may submit a written proxy delegating permission to another Director to vote on his or her behalf.

Article 6. OFFICERS

1. **Officers.** The Officers of the Corporation shall include a President, Vice-President, Treasurer, and Clerk. All Officers shall be elected by the Board of Directors from among its voting members.
2. **President.** The President shall chair all meetings of the Corporation, act as the principal advisor by which the Corporation can accomplish its business, and be familiar with all phases of activity within the Corporation.
3. **Vice-President.** The Vice-President shall perform all functions and assume all responsibilities of the President when the President is unable to do so.
4. **Treasurer.** The Treasurer shall serve as the chief financial officer and shall advise and oversee the books and records of the Corporation. 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 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; 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 bond.

5. **Clerk.** The Clerk, or designee, shall record, prepare, maintain and disseminate minutes of the meetings. The clerk should also perform any other duties required by these Bylaws or as may be required by the Board of Directors. The Clerk shall provide notice of meetings as required by By Laws Article 3 Paragraph 4. The Clerk shall maintain records of the election and/or appointments of Directors and their terms.
6. **Election and Tenure of Officers.** Each Officer shall be elected annually at the Board of Directors meeting following the annual meeting of the members. The office will be held for one (1) year or until their successor is chosen unless a shorter period has been specified by the terms of his or her election or appointment, or until they resign, are removed, become disqualified, or rotates off the Board.
7. **Resignation or Removal.** Any officer may resign by delivering their written resignation to the Corporation at its principal office, or by announcing their resignation in person at a Board meeting. Such resignation shall be effective upon its acceptance by the Board. The Board of Directors may remove any Officer from office by two-thirds (2/3) vote whenever, in their judgment, the best interests of the Corporation will thereby be served.
8. **Vacancies.** If any office becomes vacant, the Board of Directors shall appoint a successor to complete the term of the vacant office.

Article 7. COMMITTEES OF THE BOARD

1. **Nominating Committee.** The Board of Directors shall create a Nominating Committee charged with responsibilities related to the election of Successor Directors. No later than thirty (30) days prior to the annual meeting of the Corporation, the Nominating Committee shall notify the members of the Corporation of upcoming elections and shall request suggested nominees. The Nominating Committee shall compile a slate of candidates from these submissions for election to the Board. In

addition to the candidates selected by the Nominating Committee, any member 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 (10%) 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 eligible for election to 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.

2. **Personnel Committee.** The President may convene a Personnel Committee when necessary. Members of this committee shall be appointed by the President, from the Board. When a vacancy occurs in the position of Executive Director, the Personnel Committee will conduct a search and submit names of qualified candidates to the Board with the Board of Directors making the final hiring decision from among the candidates submitted to the Board. The committee shall negotiate contract terms with the Executive Director and present these to the Board of Directors for approval. Executive Director contract terms shall be consistent with By-Law Article 9 to the extent applicable. As necessary, the Personnel Committee will review and amend the Personnel Policies of the Corporation and rule on grievances of staff as outlined in the Personnel Policies.
3. **Other Committees.** The Board of Directors may create and dissolve other standing or temporary committees as required. The Board shall define the objectives, duties, and rights of these committees, establish criteria for their membership, and grant them powers subject to their compliance with the Articles of Organization and these Bylaws. Committees shall be advisory to the Board of Directors and act only in an advisory capacity and not take actions on behalf of the Corporation except as authorized by the Board of Directors. Every Committee shall have at least one Director serving on the Committee, except as otherwise authorized by vote of the Board of Directors. The President of the Corporation shall by virtue of his/her office have the right to be a member of any such Committee.

Article 8. PARLIAMENTARY AUTHORITY

1. Robert's Rules of Order, Newly Revised shall serve as Parliamentary Authority at all meetings.

Article 9. EXECUTIVE DIRECTOR

1. **Executive Director.** The Board of Directors may employ 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, and shall have

such additional authority and duties as the Board of Directors may from time to time prescribe, all subject to the control of the Board of Directors. The Executive Director shall hire, fire and supervise the daily operations of the employees of the Corporation, and set staff salaries within the parameters set by the Board of Directors in its annual budget process, however, the Board of Directors reserves the right to disapprove or otherwise determine final action(s) with respect to any of the foregoing. In the execution of the Executive Director's duties, they shall report to and be directly responsible to the Board of Directors of the Corporation. The Executive Director shall be responsible for preparing an organizational budget by the end of December for the following fiscal year. The Board of Directors shall negotiate a contract with the Executive Director specifying salary, term of service, renewal, and other provisions as appropriate. The Executive Director shall attend all meetings of the Board unless instructed otherwise or excused by the Board. They shall not be a member of the Board of Directors or an Officer of the Corporation. The Executive Director shall serve as chief operating officer for and facilitator of the public access channels. The Executive Director will serve as the official liaison to all avenues of media.

Article 10. INDEMNIFICATION

1. **Indemnification.** The Corporation shall, to the extent legally permissible, indemnify each of its Directors against all liabilities, counsel fees, and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, that they reasonably incur in connection with the defense or disposition of any action, suit or other civil or criminal proceedings in which they may be involved or with which they may be threatened by reason of being or having been a Director, except with respect to any matter in which they are adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation and except with respect to acts of willful misconduct. The rights of indemnification hereby provided shall not be exclusive of or affect any other rights to indemnification to which corporate personnel may be entitled by law.
2. **No Personal Liability.** The Directors and Officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having a claim against, the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.
3. **Insurance.** This section shall not limit the power of the Board of Directors to authorize the purchase and maintenance of insurance on behalf of any person who is or who has been a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or other agent of the organization in which it has

an interest against any liability incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under this Section.

Article 11. LIQUIDATION OR DISSOLUTION

1. **Liquidation or Dissolution.** In the event of the liquidation or dissolution of the Corporation, no Director or member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed by the Board of Directors to such organization or organizations which are organized and operated exclusively for charitable purposes and which shall at that time qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue laws. To the extent possible, any such distribution of property, proceeds, or money to a tax-exempt entity shall be to an entity serving purposes similar to the purposes of the Corporation.

Article 12. AMENDMENTS

1. **Amendments.** Any part or all of these By-Laws may be altered, amended, or repealed by a two-thirds (2/3) vote of the Board of Directors present at a regular or special Board meeting 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 and posted at the principal location of the Corporation for review and opportunity for comment by the members no less than seven (7) days before such meeting.

Article 13. SELF-DEALING TRANSACTIONS; CONFLICT OF INTEREST

1. **Self-Dealing Transactions; Conflict of Interest.** The corporation shall not be a party to a transaction in which one or more of its Directors has a material financial interest ("Interested Director") unless: Prior to entering into the transaction, after full disclosure to the Board of all material facts as to the proposed transaction and the Interested Director's interest and investigation and report to the Board as to alternative arrangements for the proposed transaction, if any, the Board in good faith and by a vote of a majority of the Directors then in office (without including the vote of the 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 14. EXECUTION OF PAPERS & SPENDING

1. **Execution of Papers.** Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted, or endorsed by the Corporation shall be signed by the President and the Treasurer or the Executive Director and shall be subject to the consent of or other proper authorization by the Board of Directors. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President and the other is the Treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the Corporation.
2. **Spending.** The Board of Directors may adopt and amend expenditure limits, policies, and procedures applicable to Executive Director and Corporation expenditures, and other expenditures.

Article 15. ANNUAL AUDIT

1. **Annual Audit.** The account books of the Corporation shall be audited annually, or subject to such other financial review as may be customary and appropriate, by an independent certified public accountant retained by the Board of Directors, and the report of the accountant, or documents of such other financial review, shall be filed with the records of the Corporation. A summary of this report shall be made available to the Members upon written request.