

**BY-LAWS OF THE  
MEDFIELD COMMUNITY CABLE ACCESS CORPORATION**

A Non-Profit Corporation

As revised by vote of the Annual Meeting of Members, April 6, 2009

**ARTICLE I  
*NAME***

The name of this organization will be the Medfield Community Cable Access Corporation.

**ARTICLE II  
*PURPOSES***

The purpose for which the Corporation is formed is as follows:

To support the production, promotion or acquisition of Educational, Cultural and Informational programming in the Medfield Cable Television System and such other purposes that are reasonably related to encouraging, developing and improving the cablecasting of Local Origination Programs.

To foster effective community television programming in the Town of Medfield by promoting open, diverse, and equitable access to the community television production and distribution facilities in the Medfield Cable Television System.

To purchase, lease, exchange or otherwise acquire, hold, store, sell, encumber or otherwise deal in or with any real or personal property as may be necessary or incidental to these purposes; and to carry on any other lawful business which may be conveniently carried out in connection with the above purposes.

## **ARTICLE III OFFICES**

The principal office of the Corporation shall be located in the Town of Medfield, County of Norfolk, Commonwealth of Massachusetts.

## **ARTICLE IV MEMBERS**

### **1. MEMBERSHIP**

(a) The persons signing the Certificate of incorporation as Incorporators shall be the first Members of the Corporation, unless they shall have resigned as such Members or unless membership shall otherwise have been terminated. Thereafter, all residents and organizations of the Town of Medfield who are at least sixteen (16) years of age and who reside in a home which is connected to the Medfield Cable Television System, as of forty (40) days prior to the Annual Meeting of Members set forth below, as shown on the records of the Licensee, shall be eligible for membership. The Board of Directors shall prescribe by resolutions or by rules and regulations duly adopted, the manner of admission into membership of such eligible persons and organizations. All such resolutions or rules or regulations relating to Members adopted by the Board of Directors may prescribe, with respect to all Members, the rights, liabilities, and other incidents of membership, provided, however, no dues and/or assessments shall be assessed to Members as a privilege, condition or obligation of membership.

### **TERMS OF MEMBERSHIP**

(b) The right or interest of a Member shall not terminate except upon the happening of any of the following events:

death, resignation, termination of cable service, for cause by decision of the Board of Directors, or the dissolution or liquidation of the Corporation.

### **2. MEETINGS OF MEMBERS**

#### **ANNUAL MEETINGS OF MEMBERS**

(a) The Annual Meeting of Members of the Corporation shall be held on such dates as shall be fixed from time to time by the Board of Directors of the Corporation. The first Annual Meeting

## Article IV

shall be held on March 18, 1988. Each successive Annual Meeting shall be held on the third Wednesday in March or reasonably thereafter. Special Meetings of Members may be held on such date or dates as may be fixed by the Board of Directors of the Corporation from time to time and also by the Members as shall be permitted by law.

### **LOCATION OF MEETING OF MEMBERS**

(b) Any Annual or Special Meeting of Members may be held at such place within Medfield as the Board of Directors of the Corporation may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event Members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at its studio location.

### **MEETINGS CALLED BY BOARD OF DIRECTORS**

(c) Annual or Special Meetings of Members may be called by the Board of Directors or any officer of the Corporation instructed to do so by the Board of Directors, except to the extent that Directors may be required by law to call a meeting, and shall be called by the Clerk on behalf of the Members, when required to do so by law.

### **NOTICE OF MEETINGS**

(d) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting.

Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given by publication over the access television channel and in the "Medfield Suburban Press" not less than the ten (10) days nor more than the fifty (50) days before the date of the meeting. If the "Medfield Suburban Press" shall cease to be published (or for other good reason) then any substitute newspaper which serves the local community shall be selected by the Board of Directors. Any meeting of Members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the meeting time and place of the adjourned meeting, if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given in the same manner as herein provided.

## **RECORD OF MEMBERS**

(e) At every meeting of Members, there shall be a list or record of Members as of the record date, certified by the officer responsible for its preparation. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be Members may vote at such meeting.

## **3. ANNUAL REPORT**

At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

## **4. CONDUCT OF MEETINGS OF MEMBERS**

### **PRESIDING OFFICER AND CLERK**

(a) Meetings of the Members shall be presided over by the following officers: The President, Treasurer, or if neither is in office or present at the meeting, by a *pro tempore* President to be chosen by a majority of the Members in attendance. The Clerk shall act as Clerk of every meeting. When the Clerk is not available, the President may appoint a Clerk for that meeting.

### **ORDER OF BUSINESS**

(b) The order of business at all meetings of Members shall be as follows: Roll Call, Reading of the minutes of the preceding meeting, Report of standing committees, officers' Reports, old Business, New Business.

## **5. APPOINTMENT OF INSPECTORS AT MEETINGS**

The Directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his/her ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of Members present at the meeting, the existence of a quorum, and the inspectors shall receive votes, ballots, or consents, hear and determine all challenges questions arising in connection with the right to vote, count and tabulate all votes, ballots and consents, determine the result and do such acts as are proper to conduct the election or vote of all Members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

## **6. QUORUM OF MEMBERS**

Except as provided by law, ten (10) Members shall constitute a quorum at a Meeting of Members for the transaction of business. The Members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of Directors, a majority of the votes cast for nominees shall elect. If there are more than two nominees for a position and no nominee obtains a majority on the first round of voting, the nominations for that position will be reballoted with the two nominees who obtained the highest plurality of votes in the first round of voting. At the discretion of the President, tie votes may be settled by the flip of a coin. Except to the extent provided by law, all other action shall be on a majority of the votes cast.

## **7. MEMBERSHIP CARDS**

The Board of Directors may cause to be issued certificates, cards, or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card, or other instrument. Membership certificates, cards, or other instruments, if issued, shall bear the signature or facsimile signature of an officer or officers designated by the Board of Directors and may bear the seal of the corporation or facsimile thereof.

# **ARTICLE V**

## ***BOARD OF DIRECTORS***

### **1. FIVE DIRECTORS**

The Corporation shall be managed by a Board of Directors. Each Director shall be at least eighteen (18) years of age, and shall be a Member of the Corporation during his/her directorship.

The Board of Directors shall consist of five (5) persons. The number of Directors may be increased or decreased by action of the Members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office and in no instance shall there be fewer than five Directors unless this requirement is changed by a vote of the Members at an Annual or Special Meeting of Members.

[Note On 3/27/91 the Board was increased to six (6) directors.]

[Further Note in Minutes of Annual Meeting 4/26/06, "Members voted on a motion to expand the board from seven to nine members by unanimous vote"]

## **2. TERMS OF OFFICE FOR DIRECTORS**

The first Board of Directors shall consist of five (5) persons named by the Board of Selectmen of the Town of meeting Medfield. Of the initial five (5) directors, two (2) shall appointed to serve a term of three (3) years; two (2) shall appointed to serve a term of two (2) years; and one (1) shall be appointed to serve a term of one (1) year. The Director appointed for a one-year term shall hold office until the first Annual Meeting of Members, and until a successor has been duly elected and qualified. Directors appointed for terms of two (2) years shall hold office until the Second Annual Meeting of Members and until their successors have been duly elected and qualified. Directors appointed for terms of three (3) years shall hold office until the Third Annual Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of Members, the membership shall elect Director(s) to hold office for a term of three (3) years until the next Annual Meeting during which their term expires. Each Director shall hold office until the expiration of the term for which he/she was elected, and until his/her successor has been duly elected and qualified, or until his/her prior resignation or removal as hereinafter provided.

## **3. REMOVAL OF DIRECTORS**

The Board of Directors may remove any Director thereof for cause only. A Director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

## **4. VACANCIES ON BOARD OF DIRECTORS**

Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of the Members or as otherwise provided by law. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

## **5. BOARD OF DIRECTORS MEETINGS**

### **TIME OF MEETINGS**

(a) A regular Annual Meeting of the Board of Directors shall be held within thirty (30) days of the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

## **MEETINGS OF DIRECTORS**

(b) No notice shall be required for regular meetings of the Board of Directors for which time and place have been fixed. Special meetings may be called by and at the direction of the President, or by a majority of the Directors then in office.

## **NOTICE OF MEETINGS OF DIRECTORS**

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting.

## **6. QUORUM OF DIRECTORS**

Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire Members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors, a quorum shall consist of a majority of the Directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the Members of the Board of Directors, excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the Directors present at the time of the vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by a unanimous vote at a duly called meeting of the Board.

## **7. PRESIDING OFFICER**

The President shall preside at all meetings of the Board of Directors. If the President is absent, the Treasurer shall preside, or in his/her absence, any other Director chosen by the Board, shall preside.

## **8. COMMITTEES**

The Board of Directors may designate from their number, an Executive Committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

## **ARTICLE VI** ***OFFICERS***

### **1. DIRECTORS TO APPOINT OFFICERS**

The Board of Directors may elect a President of the Board of Directors, a Treasurer, a Clerk and such other officers as they determine.

### **2. OFFICER'S TERM OF OFFICE**

All officers shall hold office until the Annual Meeting of the Board of Directors, and until their successors have been duly elected and qualified.

### **3. DUTIES OF OFFICERS**

#### **DUTIES OF PRESIDENT**

(a) The President shall be the Chief Executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the corporation, and shall carry out the resolutions of the Board of Directors.

#### **DUTIES OF TREASURER**

(b) During the absence or disability of the President of the Corporation, the Treasurer shall have all the powers and functions of the President. The Treasurer shall have the care and custody of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the President; the Treasurer may also sign checks, drafts, notes, and orders for the payment of money which shall have been duly authorized by the Board of Directors and countersigned by the President.

#### **DUTIES OF CLERK**

(c) The Clerk shall keep the minutes of the meetings of the Board of Directors and the minutes of the meetings of the Members. The Clerk shall have the custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. The Clerk shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.



## **ARTICLE VII** ***MISCELLANEOUS***

### **1. CORPORATE RECORDS**

1. The Corporation shall keep at the office of the Corporation complete and correct records and books of account, and shall keep minutes of the proceedings of the Members, the Board of Directors, or any committee appointed by the Board of Directors as well as a list or record containing the names and addresses of all Members.

### **2. SEAL**

The corporate seal shall be in such form as the Board of Directors may from time to time prescribe.

### **3. FISCAL YEAR**

Fiscal Year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law. The first fiscal year shall end on June 30, 1988.

### **4. BY-LAW REVISIONS**

#### **POWER OF MEMBERS TO CHANGE BY-LAWS**

(a) All By-Laws of the Corporation shall be subject to alteration or repeal, and new By-Laws may be made, by a majority vote of the Members entitled to vote in the election of directors at the Annual meeting of the Members, or at a special meeting of the Members called for such purpose.

#### **POWER OF BOARD OF DIRECTORS TO CHANGE BY-LAWS**

(b) The Board of Directors shall have the power to make, alter, or repeal, from time to time, By-Laws of the Corporation except that the Board may not amend or repeal any By-Law in which control thereof is vested exclusively in the Members. If any By-Law regulating an impending election of directors is adopted, amended, or repealed by the Board, there shall be set forth in

the notice of the next meeting of the Members for the election of directors, the By-Law so made, amended or repealed, together with a concise statement of the changes made.

## **5. PERSONAL LIABILITY**

The Members of the Board of 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 any 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 and payable to them from the Corporation.

## **6. INDEMNIFICATION**

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(C)(3) of the internal Revenue Code (or the corresponding provision of any future U.S. Internal Revenue law) is not affected thereby, indemnify each Member of the Board of Directors and officers (including persons who serve at its request as Directors, officers, or trustees of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgment, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened, while in office or thereafter, by reason of his/her being or having been such a Member of the Board of Directors or officer, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation, after notice that it involves such indemnification:

- (a) by a disinterested majority of the Board of Directors then in office; or
- (b) by a majority of the disinterested Members of the Board of Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such member of the Board of Directors or officer appears to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation; or
- (c) by a majority of the disinterested Members of the Board of Directors entitled to vote, voting as a single class. Expenses, including legal fees, reasonably incurred by any such Member of the Board of Directors or officer in connection with the defense or the disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such Member of the Board of Directors or officer to repay the amounts

so paid to the Corporation if it is ultimately determined that indemnification is not authorized hereunder.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Board of Director Member or officer may be entitled. Nothing contained herein shall affect any right to indemnification to which organization personnel other than Members of the Board of Directors or officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Board of Directors" and "officers" include their respective heirs, executors and administrators, and an "interested" Member of the Board of Directors is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

## **7. reserved**

## **8. NON-DISCRIMINATION**

Membership in this Corporation shall not be restricted on the basis of race, sex, age (except minority), religion, creed or place of national origin.

## **9. TAX EXEMPT STATUS**

(a) This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these By-Laws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## 10. DISSOLUTION

Dissolution of the Corporation will be in accordance with the Articles of Organization. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 505(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by a Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

COMMONWEALTH OF MASSACHUSETTS...

COUNTY OF NORFOLK.....ss.

I \_\_\_\_\_ Clerk of the Corporation, hereby certify that the within is a true and correct copy of the By-Laws presented to and adopted by the Board of Directors at their meeting held on July 14, 1987, as modified from time to time and adopted in its entirety by vote of the Annual Meeting of Members on April 6, 2009 .

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Clerk

Official motions not yet incorporated into bylaws

Motion for the Creation of Associate Directorship

Approved by vote of the Board of Directors

May 18, 2009

Move that the board approve a new level of director to be called "Associate Director" for those members appointed by the Board that are under age 18 but who still wish to participate in Meetings of the Board of Directors. Term of Office for Associate Directors shall be until the next Annual Meeting. Upon reaching the age of 18, Associate Directors can seek nomination as a Director at the next Annual Meeting of Members following their reaching the age of majority.

Associate Director(s) shall be entitled to participate in all discussions of the Board but shall not be entitled to vote nor shall their presence count towards establishing a quorum. In addition, at the President's sole discretion, they may be asked to remove themselves from any discussions that the President deems necessary at any time.

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