

Falmouth Community Television Corporation

PROPOSED AMENDED

BYLAWS



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FALMOUTH COMMUNITY TELEVISION CORP

ARTICLE 1: Name

The name of this organization is the Falmouth Community Television Corporation.

ARTICLE 11: Purpose

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 Falmouth 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 Falmouth by promoting open, diverse, and equitable access to the community television production and distribution facilities in the Falmouth 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.

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 corresponding provision of any future United States Internal Revenue Code).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 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.

Notwithstanding any other provision of these Bylaws, 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.

ARTICLE 111: Off ices

The principal office of the Corporation shall be located in the Town of Falmouth, County of Barnstable, and the Commonwealth of Massachusetts.

ARTICLE IV: Membership

Section 1: Eligibility.

All persons residing in and taxpayers of the Town of Falmouth, organizations with offices in the Town of Falmouth and other persons or organizations who may advance the mission and purposes of the Corporation, who agree to conform to the bylaws of the Corporation, shall be eligible for membership. Membership in this Corporation shall not be restricted.

Section 2: Election.

Applicants for membership who are residents or taxpayers of the Town of Falmouth, or organizations and businesses based in or serving the Town of Falmouth, and who pay the required dues, may be admitted to membership by the Executive Director/CEO. All other applications for membership shall be referred to the Board of Directors for action thereon. The Board of Directors shall act on the application for membership by majority vote of the directors present and voting at a regular or special meeting of the board.~~A majority vote of the Board of Directors present and voting at a regular or special meeting shall constitute election to membership.~~

Section 3: Categories.

- a) **Individual Member:** Individual Membership is restricted to individuals. Application must be accompanied by one year's dues.
- b) **Organizational Member:** Organizational Membership is restricted to corporations, institutions, or other organizations. Application must be accompanied by one year's dues and include the name of its voting delegate.
- c) **Family Member:** Family Membership is restricted to families consisting of not more than two adults and any children (under the age of 18) who reside at the same premise. Application must be accompanied by one year's dues and include the name of its voting delegate.

Section 4: Privileges.

All Individual Members and designated delegates of Organizational or Family Members shall have the right to vote and be eligible for election to the Board of Directors, except that these privileges shall not be in effect until thirty days subsequent to election to membership.

Section 5: Termination.

Membership in the Corporation may be terminated at any time by a two-thirds majority vote of the Board of Directors present and voting at any of its meetings. Failure to pay dues for three months after ~~they are due- the anniversary date of election to membership~~ shall automatically terminate membership.

Section 6: Reinstatement.

Former Members wishing reinstatement shall reapply for membership and pay applicable dues.

Section 7: Dues.

The dues of the Corporation shall be determined by the Board of Directors. Dues shall be maintained at a level reasonably intended to cover the direct cost 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 V: Meetings

Section 1: Annual Meeting.

The Annual Meeting of Members shall be held in the month of May for the purpose of electing Directors, presenting an Annual Report, and transacting such other business as may properly come before the meeting.

Section 2: Special Meetings.

Special Meetings of Members shall be called by the President upon request of a majority of the Board of Directors or upon written request submitted to the Secretary by not less than one tenth of all Members entitled to vote at such meeting. Requests for Special Meetings shall state the purpose or purposes for which the meeting is to be held and only business relevant to those purposes shall be transacted. Special Meetings shall be held not more than thirty days following receipt of the request by the Secretary.

Section 3: Location of Meetings.

The hour and place of Annual and Special Meetings of Members shall be determined by the Board of Directors subject to the provisions of these Bylaws.

Section 4: Notice of Meetings.

A written notice stating the purpose or purposes for which the meeting is called, and the date, hour, and location of every Annual and Special Meeting of Members shall be mailed, not less than ten nor more than sixty days preceding it to each Member entitled

to vote at the meeting. The notice shall be regularly displayed on the public access over one cable television channel managed by the Corporation at least ten days prior to the meeting.

Section 5: Conduct of Business.

The order of business at all Annual and Special Meetings of Members shall be determined by the Board of Directors, and shall be conducted substantially in accordance with Robert's Rules of Order.
~~in accordance with Robert's Rules of Order, newly revised.~~

There shall be no voting by proxy.

Annual and Special Meetings of Members shall be presided over by the following officers: The President, Secretary, Treasurer, or if none are present or in office, someone designated by the President or chosen by the majority of the Members in attendance. The Secretary shall act as Secretary at every meeting. When the Secretary is not available, the President may appoint a Secretary for that meeting.

Section 6: Quorum.

Ten percent of the Members entitled to vote as of 30 days prior to the meeting, present in person, shall constitute a quorum at any Annual or Special Meeting of Members. If a quorum shall fail to amend, 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. At such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally notified.

ARTICLE VI: Board of Directors

Section 1: Composition.

The Corporation shall be managed by a Board of Directors. Each Director shall be at least eighteen years of age and shall be a Member of the Corporation during his/her directorship. The size of the Board of Directors may be increased or decreased by proposal by a majority of the Board of Directors and approval by a majority of Members present and voting at the next Annual Meeting of Members. The Board of Directors shall consist of at least five Directors.

Section 2: Duties.

The Board of Directors shall manage the Corporation in accordance with its purposes as expressed in these Bylaws.

Section 3: Meetings.

An Annual Meeting of the Board of Directors shall be held within thirty days after the Annual Meeting of Members for the purpose of electing officers and transacting such other business as may properly come before the meeting. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time. Written notice, including the purpose of the meeting, will be given to all Directors at least 48 hours prior to the meeting.

The Board may meet in person, by teleconference or by means of any other communications equipment by which all people participating in the meeting can contemporaneously communicate with each other.

Section 4: Terms of Office.

Directors term of office will normally be three years. Directors appointed for terms of three years shall hold office until the Annual Meeting of the Board of Directors following the third Annual Meeting of Members. The Board of Directors may adjust elected terms of office presented to the members in order to have an equitable number of directors terms expiring in any given year. Each Director shall hold office until the expiration of the term for which he/she was elected or until his/her prior resignation or removal as hereafter provided. Directors' terms of office shall begin at the Annual Meeting of the Board of Directors following their election.

Elected directors may serve no more than three terms in office (9 years). Directors shall then leave the board for one full year before seeking reelection or appointment. In the case of directors elected to serve a partial term of less than two years, 10

years will be allowed before they have to leave the board and remain off the board for one full year before seeking reelection or appointment.

Section 5: Nomination and Election.

Nomination of Board members. A nominating committee created by the Board of Directors may propose a candidate for each vacancy of an Elected Board seat or may adopt an alternative method of selection. Following acceptance of the proposed slate by the Board of Directors, the slate of candidates shall be communicated to the membership, in a manner determined by the Board, no less than ten (10) days prior to the annual meeting.

Section 5.1: Appointed Board Members.

The Board may, by ordinary resolution, appoint one Board member for up to a three-year term for the purpose of providing the board with special expertise in one of the following areas:

1. Financial or Fundraising
2. Legal
3. Increased diversity
4. Or such other expertise as determined by the Board of Directors.

The years spent as an appointed director will count against the 9-year limit set out in Section 4.

Section 6: Removal.

Any Director may be removed from office for cause by a 2/3 majority of the Board of Directors. Cause may include, but is not limited to, gross misconduct or misappropriation of funds. Failure of a Board member to attend four Board meetings in a twelve-month period commencing with the first missed meeting shall be deemed a resignation from office effective seven days following the fourth missed meeting unless the Board member has been granted a leave of absence.

Section 6.1: Leave of Absence.

A leave of absence may be granted by a simple majority vote of a quorum of the Board of Directors.

Section 7: Disqualification.

No employee of the Corporation nor an applicant for a paid position with the Corporation shall sit on the Board of Directors. Nor shall members of the immediate family of such persons, as defined by MGLA Chapter 268A, sit on the Board of Directors. Nor shall any member of the immediate family of a Director be an employee of the Corporation. No officer, director, employee, or stockholder of the entity that holds the Falmouth Cable Television License for Falmouth nor any member of the immediate family of the foregoing may sit on the Board of Directors. Only one member of the same family as defined by MGL Chapter 268A may serve on the Board of Directors at any given time.

Section 8: Vacancies.

If a vacancy occurs more than 60 days from the next Annual Meeting of Members, applicants may be actively recruited and the vacated position filled by the Board. The remaining term of the position shall be added to the seats to be filled by election at the next Annual Meeting. This appointment must follow the appointment guidelines laid out by **Section 5.1. Appointed Board Members**. Newly created Directorships or vacancies in the Board of Directors occurring less than 60 days of the Annual Meeting of Members shall be filled by a vote of the Members at the Annual Meeting of Members.

Directors elected by the membership to fill a vacancy in the Board of Directors shall hold office for the unexpired term of their predecessors. If the vacancy reduces the Board of Directors to less than 5 members, the board shall appoint additional directors such that there is a minimum of five members until the next annual meeting of members.

Section 9: Quorum.

A majority of the entire Board of Directors shall constitute a quorum. Whenever a vacancy or vacancies on the Board of Directors exists, then a quorum shall consist of a majority of the Board of Directors, excluding the vacancy or vacancies.

Section 10: Presiding Officer.

The President shall preside at all meetings of the Board of Directors. If the President is absent, any other Director chosen by the Board shall preside.

ARTICLE VII: Officers and Committees.

Section 1: Election.

The Board of Directors shall elect from among themselves a President, Treasurer, Secretary, and such other officers as they deem necessary. No person shall hold more than one office at any one time.

Section 2: Terms of Office.

All officers shall hold office until the next Annual Meeting of the Board of Directors.

Section 3: Duties of Officers.

a) **President.** The President shall preside at all meetings of the membership and the Board of Directors; when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, be a voting *ex-officio* member of all committees; with the approval of the Board of Directors, appoint Chairs and members of all committees; sign checks, drafts, notes, and orders for the payment of money which shall have been duly authorized by the Board of Directors for amounts under \$1,000 and for \$1,000 or over when countersigned by an authorized signature; and perform such duties as ordinarily pertain to the office.

b) **Treasurer.** The Treasurer shall be the Chief Financial Officer of the Corporation and shall oversee its accounts and books, be responsible for the care and custody of the assets of the Corporation, when duly authorized by the Board of Directors, countersign and execute all contracts in the name of the Corporation; sign checks, drafts, notes, and orders for the payment of money which shall have been duly authorized by the Board of Directors for amounts under \$1,000 and for \$1,000 or over when countersigned by an authorized signature; and perform such duties as ordinarily pertain to the office. During the absence or disability of the President, the Treasurer shall have all the powers and functions of the President.

c) **Secretary.** The Secretary shall keep the Minutes of Meetings of the Board of Directors and the Minutes of the Meetings of the Members, have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors; serve all notices for the Corporation which shall have been authorized by the Board of Directors; have charge of all books and records of the Corporation; and perform such duties as ordinarily pertain to the office.

d) In the event of the unavailability of either the President or Treasurer, the Board of Directors may authorize alternate individuals to serve as the secondary signature on checks for the payment of money which shall have been duly authorized by the Board of Directors for amounts of \$1,000 or over when countersigned by the Treasurer or President.

Section 4: Committees.

The Board of Directors may designate, from their number, an Executive Committee, and, from the membership, other standing and *ad hoc* committees. Such committees shall have such authority as the Board of Directors may delegate.

ARTICLE VIII: Executive Director/Chief Executive Officer.

The Executive Director/Chief Executive Officer shall have the authority and responsibility to manage and operate the Corporation's activities and affairs, 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 as determined by the Board of Directors shall be communicated to the Executive Director/CEO through the President of the Corporation.

The Executive Director/Chief Executive Officer shall be entitled to compensation for his or her services. The Executive Director/Chief Executive Officer serves as an *ex-officio* member of the Board of Directors, is deemed to be an officer of the Corporation.

ARTICLE IX: Amendments.

Unless otherwise prohibited by law, the Bylaws of the Corporation may be amended if proposed by a two-thirds majority of the Board of Directors and approved by a majority of the Members entitled to vote present and voting at an Annual or Special Meeting of Members.

ARTICLE X: Miscellaneous.

Section 1: Personal Liability.

The Members of the Board of Directors 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 properties of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damage, judgment or decree, or for any money that may otherwise become due and payable to them from the Corporation.

Section 2: Indemnification.

a) To the fullest extent permitted by Chapter 180, Section 3 of the Massachusetts General Laws as it exists or may be amended, the Directors of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which they become subject by reason of being or having been a Director, whether or not they continue to be a Director at the time of the adjudication of such claim or liability. The Corporation shall also indemnify such Directors for any and all legal and other expenses reasonably incurred by them in connection with any actual or threatened action, suit, or proceeding to which they may be made a party by reason of being or having been such a Director whether or not they continue to be a Director at the time of incurring such expenses. No Directors shall be indemnified against any action claim, suit, or proceeding in which they shall be finally adjudged liable by reason of their own negligence or willful misconduct. No Director shall be indemnified against the cost of any compromise or settlement unless the same shall have been approved in advance by the Board of Directors

b) 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 Director (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/her in connection with the defense of 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 hereafter, by reason of his/her being or having been a Director.

Section 3: Reimbursement.

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

Section 4: Dissolution.

Dissolution of the Corporation will be in accordance with the Articles of the Organization. Upon dissolution all channel capacity provided to the Corporation reverts to the sole control of the Licensee and all assets are turned over to the Town of Falmouth.