

2019

SANDWICH AREA COMMUNITY ACCESS

TELEVISION CORPORATION

BY-LAWS

ARTICLE I

Name

The name of this corporation shall be Sandwich Area Community Access Television; **d/b/a** Sandwich Community Television Corporation.

(hereinafter in these bylaws referred to as the Corporation) unless and until changed by amendment of the Articles of Organization.

ARTICLE II

Purpose

The purpose of the Corporation shall be as set forth in the Articles of Organization and these By-Laws including, but not limited to, producing community programming for the residents and organizations of Sandwich and other Sandwich area communities, allocating channel space and time to residents to cablecast programming and providing training to residents and organizations in the use of access facilities and equipment. The 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. Membership in the Corporation shall be open to any other Sandwich area community, upon such community reaching an appropriate agreement with the Board of Directors.

Section 1 Restrictions

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under IRC(c)(3) or corresponding provisions of any subsequent law.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer or the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

In any year in which the organization is a private foundation as described in section 509(a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain an excess business holdings as defined in section 4943(c), (c) make any investments in such a manner as to subject the organization to tax under section 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE III

Membership

Section 1. One class of Membership

Membership shall consist of the type membership as designated under the rules and regulations established by the Board of Directors and shall not be limited to a number.

Section 2. Eligibility for Membership

Persons, firms, corporations, businesses, organizations, institutions and other entities from Sandwich area communities who subscribe to the purpose of the Corporation and who support the Corporation by payment of dues as specified by the board; or by making a contribution of service or equipment as approved by the Executive Director.

Section 3. Voting Rights

At every annual or special meeting of the members, each member authorized to vote shall be entitled to one (1) vote, in person or by proxy, on each matter submitted to a vote of the members. Every proxy shall be executed in writing and shall be filed with the Secretary of the Corporation prior to the exercise thereof.

ARTICLE IV

Board of Directors

Section 1. Powers and Duties

The Board of Directors shall have the general power to control and manage the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors and shall have full authority with respect to the distribution and payment of monies received by the Corporation from time to time; provided, however, that the fundamental and basic purposes of the Corporation, as expressed in the Articles of Organization, shall not thereby be amended or changed, and provided further, that the Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual.

Section 2. Number and Election or Appointment to Office

The number of directors shall not be fewer than five (5) and not greater than (11). Within the limits prescribed by these By-laws, the number of Directors shall be such as may be fixed from time to time. A Director need not be a member of the Corporation prior to his or her election or appointment to the Board of Directors. Questions concerning eligibility shall be determined by the Board of Directors holding office prior to the election concerned. Each director shall continue in office until the expiration of the term for which he or she is elected, or until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Positions vacated for any reason before the expiration of a term may be filled by a vote of majority of the board.

Section 2A. Election of Board Members

Except for the initial board of this organization and appointments as specified in section 3) board members shall be elected by a majority of the membership of the Corporation in attendance at an Annual Meeting of the Corporation. Nominations for Board membership may be made by any three members in good standing of the Corporation by either of the following methods: (I) Nominations (by three members in good standing) may be received by the Corporation no later than 21 days before the scheduled annual meeting (II) placed in nomination (by three members in good standing) from the floor at the annual meeting of the membership. Notice of the Annual Meeting will be sent no later than 7 days before the meeting to all members of the Corporation as specified in Article III, Section II.

Section 3. Term of Office

The initial Board members shall be persons named in the Articles of Organization. All successive Board members shall be elected for terms of three years and not to exceed 9 consecutive years.

Section 4. Resignation or Removal

A Director may resign by delivering his or her written resignation to the Corporation at its principal office or to any Corporation officer. Such resignation shall be effective upon its acceptance by the Board of Directors and the election or appointment of his or her successor. Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without sufficient excuse may be removed from the Board of Directors by a majority vote of those present and voting at a regular or special meeting of the Board of Directors. Any Director proposed to be removed shall be entitled to at least ten (10) day notice in writing by mail of the meeting of the Board of Directors at which 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.

Section 5. Vacancies

Any vacancy in the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office.

Section 6. Disqualification

No member of the Corporation's staff 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. No employee or close relative of an employee of the Sandwich Cable Television Licensee, or its parent or affiliates, may serve as a member of the Board of Directors, nor shall any Director or close relative become an employee of the cable licensee, its parent or its affiliates.

Section 7. Compensation

Directors as such shall receive no compensation for their services, provided that by resolution of the Board of Directors, expense of attendance at each annual or special meeting of the board, if any, may be reimbursed. A Director shall not be precluded from serving the Corporation in any other capacity, other than as a staff member, provided that a full disclosure of the nature of such service and the compensation therefore, if any, is filed with the Secretary of the Corporation. If appropriate, a formal agreement with said Director shall be approved by the Board of Directors, prior to the service being provided; provided, however, that no conflict of interest is inherent in such service. Said Director shall be precluded from voting on such formal agreement, or on any issue coming before the Board that relates to such service

ARTICLE V

Meetings of the Board of Directors

Section 1. Meetings

A meeting of the Board of Directors shall be held 30 days after the annual meeting of members for the purposes of electing officers and conducting such other business as may be appropriate.

Regular meetings of the Board of Directors for transaction of such business as may be done in accordance with law, the Article of Organization or the Corporation and these By-laws shall be held at such times as the Board of Directors may fix from time to time. Meetings of the Directors may be held by telephone conference call or such other means as designated by the Board of Directors.

Section 2. Special Meetings

Special meetings of the Directors may be called by the president or by a majority of the Directors and shall be held at such time and for such purposes as may be specified in the call for said meeting with reasonable notice given to the Director as provided in section 3 below.

Section 3. Notice of Meetings

Except as in hereinafter required, no notice of the time, place or purposes of regular meetings of the Directors shall be necessary. Written notice (which shall include e-mail and fax) of the first regular meeting of Directors following any change in the time or place for such meeting and written notice of all special meetings of the Directors, stating the time, place and purposes of the meeting shall be given to each Director at least (5) days prior to the day fixed for such meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which such adjournment is taken. Notice of regular meetings of the Directors, given by the person or persons calling the meetings or shall be given by the Secretary at the request by such person or persons.

Section 4. Quorum

A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at the meeting at which a quorum is present shall be the acts of the Directors.

ARTICLE VI

Meetings of Members

Section 1. Annual Meeting

An annual meeting of the membership shall be held in October of each year at the principal office of the Corporation in Sandwich, or at such other time and place as the Board of Directors shall from time to time designate. At such time, the members shall elect Directors and may transact such business as may be done in accordance with law, the Articles of Organization of the Corporation and these By-laws. Members should be notified at least seven (7) days in advance. (See Article IV, Section 2A)

Section 2. Special Meeting

A special meeting of the Corporation may be called at any time by the President of the Corporation, the Board of Directors or by receipt of the Secretary of the Corporation of a written request by a majority of Board members. Special meetings shall be convened not less than ten (10) days nor more than Forty-five (45) days after being called.

Section 3. Place for Meetings

All meetings of the Corporation shall be held at the principal office of the Corporation in Sandwich, or at such other places as the Board of Directors may fix from time to time or, in the event of a special meeting, at such place as the Secretary of the Corporation shall designate.

Section 4. Notice of Meetings

Notice of regular and special meetings of the members shall be given at least seven (7) days prior to the scheduled date of the meeting.

Section 5. Presiding Officers

The president of the Corporation shall preside at all regular or special meetings of the members and the Secretary of the Corporation shall record the minutes of all such meetings.

Section 6. Quorum

A duly called regular or special meeting of the members shall not be organized for the transaction of business unless two thirds 2/3 of the current members in good standing are present but the members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum and the acts of such a meeting shall be the acts of the members.

ARTICLE VII

Officers

Section1. Officers

The Officers of the Corporation shall include a President, a Vice-President, a Recording Secretary and a Treasurer. All officers shall be elected by the Board of Directors from the Board of Directors. Election of officers shall take place at the first regular Board meeting after the Annual Meeting. No person shall hold more than one office at any one time. Each officer of the Corporation shall be

elected annually and shall not hold office until the first Board meeting after the Annual Meeting.

Section 2. Duties of President

The President shall be the chairperson of the Executive Committee and shall appoint the chairpersons of all other committees. The President shall conduct each regular, special and annual meeting. In the event of the absence or incapacity of the Executive Director, the President shall make a report on the affairs of the Corporation at each meeting of the members and Directors and shall see that all orders and resolutions of the members and Directors are carried into effect; subject, however, to the right of members or the Directors to delegate to any other person any specific duties. The President shall in the event that the Executive Director is unable to do so will execute in the name of the Corporation, all deeds, mortgages, bonds, written contracts and other documents and, when necessary or proper.

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Section 3. Duties of Vice President

The Vice-President shall fulfill the duties of the President in the event of the absence or incapacity of the President and the Executive Director and shall have such other powers and shall perform such other duties as set forth in these bylaws, as now or hereafter amended, and as the Board of Directors may designate from time to time. In the event of the absence or incapacity of the Vice-President, the Treasurer shall fulfill the aforesaid duties of the President.

Section 4. Duties of the Secretary

Shall attend and keep the minutes of the Directors and member meetings, and shall perform such other duties as are usually incident to his or her office or may be required by the Directors.

Section 5. Duties of the Treasurer

The Treasurer shall oversee the management of the financial affairs of the organization along with the Executive Director along with a 3rd party bookkeeper. The Treasurer should be knowledgeable about who has access to the organization's funds. The Treasurer should assist with the oversight of the organization's financial policies.

The Treasurer should be part of the process in the development of a budget along with the Executive Director, that supports the organization's goals. The budget should be reviewed and approved by the board and the Treasurer should be prepared to explain and justify the document.

The Treasurer along with the Executive Director should have thorough knowledge and understanding of the organization's financial reports and should keep the board apprised of key financial events, trends, and concerns, and their assessments of the organization's fiscal health.

Section 6. Resignation or Removal

Any officer may resign by delivering his or her written resignation to the Corporation at its principal office or to any other officer. Such resignation shall be effective upon its acceptance by the Board of Directors. The Board of Directors may remove from office any officer by a two-thirds (2/3) vote whenever, in their judgment, the best interests of the Corporation will be served thereby.

Section 7. Vacancies

A vacancy in any duly constituted office may be filled by majority vote of the Board of Directors whenever it occurs.

Section 8. Compensation

Officers shall receive no compensation for their services as officers of the Corporation as such; provided, however, that any officer may, if authorized by the Board of Directors, be reimbursed for necessary expenses.

ARTICLE VIII

Committees

Section 1. Committees

The President may appoint, with the approval of the Board of Directors, special or ad hoc committees as required. The President shall define the objectives of said committees and said committees shall be discharged upon acceptance of their reports.

ARTICLE IX

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 the position of Executive Director. The Executive Director shall make a report on the affairs of the Corporation at each meeting of the members and Directors. The Executive Director will execute in the name of the Corporation, all deeds, mortgages, bonds, written contracts and other documents and, when necessary or proper. In accordance with the general policies and directions specified by the Board Directors, shall have the authority and responsibility to manage and operate the Corporation's affairs, supervise the daily operations of the other employees and 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 through the President of the Corporation. The Executive Director shall report to and be directly responsible to the President of the Corporation.

ARTICLE X

Indemnification

The Corporation shall, to the extent legally permissible, indemnify each of its Directors and officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties and counsel fees reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or officer except with respect to any matter as to which he or she shall have been 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; provided, however, that as to any matter disposed of by a compromise payment by which such Director or officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as being in the best interest of the Corporation after notice that it involves such indemnification: (a) by a disinterested majority of the Directors then in office or (b) by a majority of the disinterested Directors then in office after the Corporation has received a opinion in writing of independent legal counsel to the effect that such Director or officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation. Expenses, including counsel fees reasonably incurred by any such Director or officer in connection with the defense or 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 individual to repay the amounts so paid to the Corporation if he or she shall be

adjudicated not to be entitled to indemnification under Massachusetts General Laws, Chapter 180, section 6. The right of indemnification hereby provided shall be not be exclusive of or affect any other rights to indemnification to which corporate personnel may be entitled by contract or otherwise by law.

ARTICLE XI

Liquidation or Dissolution

The Corporation may be dissolved by a majority vote of the Board of Directors authorizing a petition for its dissolution to be filed with the court as provided for in Section 11 ETSEQ of MGL Chapter 180.

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Director, officer or member shall be entitled to any distribution or division of its remaining property or its proceeds. All of the remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or state or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Massachusetts.

ARTICLE XII

Miscellaneous

Section 1. Notice

Whenever written notice is required to be given to any person, it may be given to such person electronically via e-mail or fax.

Section 2. Fiscal Year

The fiscal year of the corporation shall be the twelve (12) months ending June 30th of any given year, except as from time to time otherwise determined by the Board of Directors.

Section 4. Notes, Checks, Etc.

All notes, drafts, checks and other orders for payment of money shall be authorized by Executive Director, President and/or Treasurer, or such person or persons as the Board of Directors may designate from time to time.

Section 5. Conduct of Meetings

Robert's Rules of Order, Revised, shall govern the conduct of all meetings of the Corporation and the Board of Directors and its various committees except where the same shall be in conflict with law or these by-laws.

ARTICLE XIII

Amendments

Any part 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 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 e-mailed to the Board of Directors.