

Newton Communications Access Center, Inc.

BYLAWS

NCAC
23 Needham Street
Newton Highlands, MA 02461

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ARTICLE I: NAME

The name of this corporation shall be NEWTON COMMUNICATIONS ACCESS CENTER INC. (hereinafter in these bylaws referred to as the "Center"), unless and until changed by amendment of the Articles of Organization. The Center shall have several different departments. The department responsible for programming on cable channel 13 shall be commonly known as NewTV.

ARTICLE II. PURPOSE

The purpose of the Center shall be as set forth in the Articles of Organization and these Bylaws, including, but not limited to, producing community access programming for the residents and organizations of Newton, allocating channel space and time to Newton residents to cablecast programming and providing training to Newton 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.

ARTICLE III. MEMBERSHIP

Section 1. One Class of Membership

Membership shall consist of one class, to be designated by the following categories, and shall not be limited as to number: Individual, Family, Non-Profit Corporation, Business.

Section 2. Election of Members

All persons, firms, corporations, businesses, organizations, institutions and other entities in the City of Newton who subscribe to the purpose of the Center and who support the Center by participation or with a contribution of money, service or equipment shall be eligible to membership in the Center. All persons serving on the Board of Directors shall automatically become members of the Center upon election to the Board, and all other proposed members shall be approved as members by a majority of the Board in accordance with the aforesaid standard. All members shall have a right to notice of and attendance at meetings of the Center. Any person interested in becoming a member of the Center shall submit a written and signed Membership Application Form and Agreement with Rules and Procedures with appropriate membership fee to an NCAC staff person.

Section 3. Voting Rights

At every regular 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 Clerk of the Center prior to the exercise thereof.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Powers and Duties

The Board of Directors shall have general power to control and manage the affairs and property of the Center, 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 the moneys received by the Center from time to time; provided, however, that the fundamental and basic purposes of the Center, 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 Center to inure to the benefits of any private individual.

Section 2. Number and Election or Appointment to Office

The number of Directors shall not be less than five (5) and not greater than fifteen (15).[♦] A maximum of three (3) Directors shall be elected by the members. In the event that the membership is unable, for any reason, to elect its requisite number of Directors to the Board of Directors, the Board of Directors shall hereby have the authority to appoint such requisite number of Directors to the Board.

Within the limits prescribed by these Bylaws, the number of Directors shall be such as may be fixed from time to time by the members at the annual meeting. A director need not be a member of the Center 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.

Section 3. Term of Office

The initial Directors shall be persons named in the Articles of Organization. The first full Board of Directors shall serve for a two (2) year term. At the second annual meeting, two (2) Directors shall be elected for one year and one (1) Director shall be elected for two (2) years by the membership. Three (3) Directors shall be elected by the Board for one (1) year, three (3) Directors shall be elected by the Board for two (2) years and two (2) Directors shall be elected by the Board for three (3) years. Thereafter, all Directors shall be elected by the membership or the Board for two (2) year terms.

[♦]*amended by Board on March 5, 1996 and approved at Annual Meeting March 20, 1996 (increased from 11)*

ARTICLE IV. Continued

Section 4. Resignation or Removal

A director may resign by delivering his or her written resignation to the Center at its principal office or to any Center officer. Such resignation shall be effective upon its acceptance by the Board of Directors. 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) days notice in writing by mail of the 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 for the unexpired term at any meeting of the Board of Directors by a majority of the Directors then in office.

Section 6. Disqualification

No member of the Center's staff shall serve as a member of the Board of Directors. No close relative of the Center'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 Center. Neither employee nor close relative of an employee of the Newton Cable Television Licensee, or its parent and/or affiliates, may serve as a member of the Board of Directors, nor shall any Director or close relative become an employee of the Newton Cable Television Licensee, its parent and/or its affiliates.

Section 7. Compensation

Directors as such shall receive no compensation for their services. A Director shall not be precluded from serving the Center 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 Clerk of the Center. 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. Regular Meetings

Regular meetings of the Board of Directors for the transaction of such business as may be done in accordance with law, the Articles of Organization of the Corporation and these Bylaws 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 and/or such other means as designated by the Board of Directors.

ARTICLE V. Continued

Section 2. Special Meetings

Special meetings of the Directors may be called by the President or by five (5) or more of the Directors and shall be held at such time and for such purposes as may be specified in the call for said meeting.

Section 3. Notice of Meetings

Except as hereinafter required, no notice of the time, place or purposes of regular meetings of the Board of Directors shall be necessary. Written notice of the first regular meeting of the Board of Directors following any change in the time or place for such meeting, and written notice of all special meetings of the Board of Directors, stating the time, place and purpose of the meeting shall be given to each Director at least five (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 Board of Directors, when required, shall be given by the Clerk. Notice of special meetings may be given by the person or persons calling the meeting, or shall be given by the Clerk 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 a meeting at which a quorum is present shall be the acts of the Board of Directors; provided however, that if all of the Directors shall severally or collectively consent in writing to any action to be taken by the Center, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

ARTICLE VI. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

An annual meeting of the membership shall be held on the third Wednesday of March in each year at 6:00 P.M. at the principal office of the Center in Newton, or at such other place in said City 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 Bylaws.

Section 2. Special Meetings

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

ARTICLE VI. Continued

Section 3. Place for Meetings

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

Section 4. Notice of Meetings

Notice of regular and special meetings of the members shall be given at least ten (10) days prior to the scheduled date of the meeting. In lieu of any written notice of a regular or special meeting of members required to be given by law, notice of such meeting may be given by causing notice of such meeting to be officially published. If eighty percent (80%) of the members of record entitled to vote at the meeting do not have addresses of record within the territory of general circulation of the newspaper required for official publication, the notice shall also be published in newspapers which have an aggregate territory of general circulation which includes the addresses of record of at least eighty percent (80%) of such members of record.

Section 5. Presiding Officers

The President of the Center shall preside at all regular or special meetings of the members, and the Clerk of the Center 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 a quorum is 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. A quorum shall consist of the presence, in person or proxy, of five (5) or more members of the Center.

ARTICLE VII. OFFICERS

Section 1. Officers

The officers of the Center shall include a President, one or more Vice-Presidents, a Clerk, Assistant Clerk and a Treasurer. All officers shall be elected by the Board of Directors. No person shall hold more than one office at any one time. Each officer of the Center shall be elected annually and shall hold office until the next annual meeting of the Center, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

Section 2. Duties of President

The president shall be the chief executive officer of the Center. The President shall make a report on the affairs of the Center 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 delegable duties. The President shall execute in the name of the Center all deeds, bonds, mortgages, membership certificates, written contracts and other documents and, when necessary or proper, shall affix thereto the corporate seal. The President shall be the chairperson of the Executive Committee and shall nominate the chairpersons of all other committees. The President shall be an ex-officio member of all committees and shall perform such other duties as are usually incident to his or her office or may be required by the Directors.

Section 3. Duties of Vice Presidents

The Vice-President shall fulfill the duties of the President in the event of the absence or incapacity of the President, and shall have such other powers and shall perform such other duties as are 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, any other vice-President shall fulfill the aforesaid duties of the President.

Section 4. Duties of the Clerk and Assistant Clerk

The Clerk shall issue notices of Directors' and membership meetings as hereinbefore set forth, shall attend and keep the minutes of the same in suitable minute books, shall have custody of all corporate books, records, papers, and the corporate seal, shall attest the signing and sealing by the President of all instruments requiring the corporate seal and the signing of all other instruments when so required by the President, these Bylaws, or by law, shall do such other things as may be required by law, and shall perform such other duties as are usually incident to his or her office or as may be required by the Directors. There shall be one Assistant Clerk. In the event there is no Clerk or he or she is absent, the Assistant Clerk shall perform the duties of the Clerk.

Section 5. Duties of the Treasurer

The Treasurer of the Center shall be the chief financial officer and shall have custody and control of all funds and valuables of the Center. The Treasurer shall receive the funds of the Center and shall make disbursements there from and shall keep regular books of account showing receipts and disbursements, and shall submit a quarterly financial statement and an annual audited statement of all such receipts and disbursements to the Board of Directors for their examination and approval. The Treasurer shall deposit in the name of the Center all moneys and valuables of the Center with a depository or depositories designated by the Board of Directors. The Treasurer shall also perform such other duties as are incident to his or her office or as may be required by the Directors.

Section 6. Resignation or Removal

Any officer may resign by delivering his or her written resignation to the Center 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 Center 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 Center as such; provided, however, that any officer may, if authorized by the Board of Directors, be reimbursed for necessary expenses.

Section 9. Honorary Officers and Directors

The Board of Directors may designate any person as an honorary officer, or as an honorary director of the Board. Such designation shall be made in the form of a motion, and is to be granted to those who have rendered distinguished or exemplary service to the corporation. The Board may also declare a past officer or director as an officer emeritus or director emeritus. Any person declared officer emeritus or director emeritus shall hold the title for life and shall retain a lifetime membership in NCAC, with all rights and privileges of regular individual membership. As such, he or she may attend Board Meetings and speak to issues of concern to the organization, although he or she shall have no right to make motions nor to vote.

Article VIII. COMMITTEES

Section 1. Standing Committees

The standing committees of the Center shall be as follows:

- a) Executive Committee
- b) Equipment & Capital Assets Committee
- c) Personnel Committee
- d) Public Policy & Government Relations
- e) Outreach/Public Relations
- f) Fund-raising
- g) Membership

Section 2. Appointment and Functions of Standing Committees

The President shall appoint the chairpersons and members of all standing committees, except the Executive Committee, subject to the approval of the Board of Directors. The chairman of each standing committee shall be a member of the Board of Directors.

Section 3. Executive Committee

The Executive Committee shall be comprised of the President and officers of the Center. The President of the Center shall serve as chairperson of the Executive Committee. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the Center in all cases in which specific directions shall not have been given by the Board of Directors. All actions by the Executive Committee shall be reported to the Board of Directors. All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next following such action, and shall be subject to revision and alteration by the Board of Directors; provided, however, that no rights of third parties shall be affected by any such revisions or alteration. Regular meetings of the proceedings of the Executive Committee shall be necessary for the passage of any resolution.

Section 4. Finance Committee

The Finance Committee shall develop and recommend to the Board of Directors the annual budget and work plan; shall regularly monitor the Center's expenses and income; and shall recommend budget adjustments to the Board of Directors as needed. The Finance Committee shall also review the annual financial statements; approve annual audit reports, if conducted; and recommend to the Board of Directors the selection of, and fees to be paid to, an independent certified public accountant for the Center. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether the Center is meeting its projected budget; on the scope and adequacy of the annual audit, if conducted, and related fees; to continually monitor and report to the Board of Directors on the effectiveness and adequacy of the Center's internal accounting controls, and to include in that report its findings as to whether or not any errors, omissions, criticisms or recommendations contained in the management letter of the independent certified public accountant, if one accompanies the annual audit, have been properly dealt with.

Section 5. Personnel Committee

The Personnel Committee shall formulate job descriptions for the Center's personnel, and amend such descriptions from time to time. The Personnel Committee shall also review and evaluate personnel and employment practices, salary ranges, benefits and other related personnel matters.

Section 6. Outreach Committee

The Outreach Committee shall develop and implement strategies for developing a broad based membership for the Center. The Outreach Committee shall recommend to the Board of Directors a strategic outreach campaign and shall enlist members of the Board of Directors, officers, staff, members and other volunteers to assist in such campaign.

Section 7. Programming Committee

The Programming Committee shall be responsible for ensuring that a wide variety of programming which addresses the interests and needs of Newton residents, institutions and organizations is available, whether through the production or acquisition of such programming.

The Programming Committee shall review and evaluate the allocation of channel space which the Center manages, operates and otherwise aids in scheduling; shall, subject to the direction and approval of the Board of Directors, coordinate the operation of such space with the operation of the cable television system; shall annually recommend to the Board of Directors revisions to the long range plan of the Center; shall recommend to the Board of Directors a procedure for the development and evaluation of strategies to maximize the quantity and quality of original programming produced or fostered by the Center; shall review and recommend to the Board of Directors proposal for grant funding and shall thereafter monitor such grants; and report regularly all programming and channel operation activities to the Board of Directors.

Section 8. Other Committees

The President may appoint, with the approval of the Board of Directors, other 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 final 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 Center, including an Executive Director. The Executive Director shall have the authority and responsibility to manage and operate the Center's affairs in accordance with the general policies and directions specified by the Board of Directors, shall supervise the daily operations of the other employees, if any, and shall have additional authority and duties as the Board of Directors may from time to time prescribe. All such policies, directives and duties shall be communicated to the Executive Director by the President of the Center, or by the chairperson of the Personnel Committee. The Executive Director shall report to and be directly responsible to the President of the Center.

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

ARTICLE X. INDEMNIFICATION

The Center shall, to the extent legally permissible, indemnify each of its past, present and future 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 Center; 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 Center: 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 Center has received an 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 interests of the Center. 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 Center in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Center 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 not be exclusive of or affect any other rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law.

ARTICLE XI. LIQUIDATION OR DISSOLUTION

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, and the balance of all money and property received by the Center from any source, after the payment of all debts and obligations of the Center, 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 an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Laws; provided, however, that no part of the net earnings of such organization or organizations shall inure to the benefit of any private shareholders, member or individual, and no substantial part of the activities of such organization and organizations shall consist of carrying on propaganda or otherwise attempting to influence legislation, and such organization or organizations shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XII. MISCELLANEOUS

Section 1. Seal

The seal of the Corporation shall consist of a flat-faced circular die with the name of the Center, its state of incorporation and the year of its organization cut or engraved thereon.

Section 2. Notice

Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his or her address appearing on the books of the Center, or in the case of Directors or members of another body, supplied by him or her to the Center for the purpose of notice.

Section 3. Fiscal Year

The fiscal year of the Center 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 the payment of money shall be signed by the President, the Treasurer, or such other 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 members of the Center and the Board of Directors and its various committees, except where the same shall be in conflict with law or these Bylaws.

ARTICLE XIII. AMENDMENTS

Any part or all of these bylaws 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 of Directors duly called for that purpose, provided that notice for such meeting mailed to the Board of Directors no less than seven (7) days before such meeting.