

By-Laws
of
Plymouth Area Community Access Television, Inc.

FORWARD

These By-Laws represent the governing processes for the Board of Directors of PACTV (the Corporation). Formalized forms and applicable formats referenced, as well as previous versions and change history in support of these By-Laws will be maintained in hard and soft copy by Corporation Management.

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Article I: Name

The name of this corporation shall be PLYMOUTH AREA COMMUNITY ACCESS TELEVISION, INCORPORATED (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 Plymouth and other Plymouth 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.

Article III: BOD

Section 1. Powers and Duties

The Board of Directors (BOD) shall have 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 BOD, and shall have full authority with respect to the distribution and payment of the moneys 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 BOD shall not permit any part of the net earnings or capital of the Corporation inure to the benefit of any private individual.

Section 2. Number and Appointment to Office

The number of Board members shall not be fewer than five (5) and not greater than eleven (11). Within the limits prescribed by these By-Laws, the number of Board members shall be such as may be fixed from time to time. Each Board member shall continue in office until his or her replacement shall have been qualified and elected, or until his or her death, resignation or removal.

The election of nominated candidates will be concluded in time for the newly elected Board member to be seated at the first regular BOD meeting following the Annual meeting held in January.

Per formal agreements between the Corporation and communities serviced, a candidate Board member may be assigned by the Town. All candidates will submit applications to the BOD for review and qualified candidates voted upon accordingly. All Board members will abide by the By-Laws of the Corporation and requirements of the BOD.

Section 3. Appointment of BOD Members

When vacancies arise, BOD seats shall be filled by appointment by the existing BOD through a formal candidate interview and selection process.

Section 4. Term of Office

Board members shall serve indefinitely or until his or her replacement shall have been qualified and elected, or until his or her death, resignation, or removal.

Section 5. Resignation, Removal, Attendance

A Board member may resign by delivering his or her written resignation to any Corporation Officer. Such resignation shall be effective upon its acceptance by the BOD through formal vote.

Any Board member who fails to attend three (3) meetings within a twelve (12) month period of the BOD without sufficient excuse may be removed from the BOD by a majority vote of those present and as voted ~~ing~~ at a regular or special meeting of the BOD. Any Board member subject to removal consideration shall be entitled to at least a ten (10) day notice in writing of the meeting of the BOD at which such removal is to be considered and voted upon, and shall be entitled to appear before and be heard by the BOD at such meeting prior to such vote for removal taking place.

Section 6. Vacancies

Any vacancy in the BOD arising at any time and from any cause may be filled by the BOD by a majority of the Board members then in office and after a formal candidate interview and selection process. Candidate(s) selected will be formally notified by the President of the Corporation.

Section 7. Disqualification

No employee or family member of the Corporation's staff shall serve as a member of the BOD, nor shall any family member of the BOD be an employee of the Corporation. Close relationships between staff, prospective staff, Board members and prospective board members must be disclosed immediately in writing by the affected parties to the President of the Board, and brought to the attention of the BOD for discussion and appropriate action based upon each situation as it arises; the Board's decision is final.

Section 8. Compensation

Board members shall receive no compensation for their services. Expenses of attendance or in support of each regular, annual, or special meeting of the BOD, if any, may be reimbursed. A Board member shall not be precluded from service to 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 Board member shall be approved by the BOD, prior to the service being provided; provided, however, that no conflict of interest is inherent in such service. Said Board member shall be precluded from voting on such formal agreement, or on any issue coming before the BOD that relates to such service.

Article IV: Meetings of the BOD

Section 1. Regular Meetings

Regular meetings of the BOD for the transaction of such business as may be done in accordance with law, the Articles of Organization of the Corporation and these By-Laws shall be held at such times as the BOD defines. Meetings may be held by telephone conference call or such other means as designated by the BOD.

Section 2. Annual Meetings

The annual meeting will be held in the first month of the fiscal year with the primary purpose of conducting the annual election of Officers to the BOD.

Section 3. Special Meetings

Special meetings of the Board members may be called by the President, or by a majority of the Board members 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 each Board member as provided in Article IV, Section 4 below.

Section 4. Notice of Meetings

Except as hereinafter required, no notice of the time, place or purposes of regular or annual meetings of the Board members shall be necessary. Written notice of the first regular meeting of Board members following any change in the time or place for such meeting, and written notice of all special meetings of the Board, stating the time, place and purpose of the meeting shall be given to each Board member 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 BOD, when required, shall be given by the Secretary. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the Secretary at the request by such person or persons.

Section 5. Quorum

A majority of the Board members (more than half) shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Board members present at a meeting at which a quorum is present shall be recorded as the acts of the Board members.

Article V: Officers

Section 1. Officers

The Officers of the Corporation shall include a President, Vice-President, a Secretary, and a Treasurer. All Officers shall be elected by the BOD, from the BOD. Election of Officers shall take place at the Annual Meeting. No person shall hold more than one office at any one time, unless approved by the BOD. Each Officer of the Corporation shall be elected annually and shall hold office until the first regular BOD Meeting after the Annual Meeting at which time the role and responsibilities will transfer to the newly elected Officer.

Any Board member interested in an Officer position will communicate that interest at the last meeting of the fiscal year and be added to a ballot controlled by the Secretary. That ballot will be voted upon at the Annual meeting. If multiple candidates are on the ballot for the same position, they will be afforded an opportunity to present their platform to the BOD prior to a vote being taken at the Annual meeting. Voting may be done confidentially as requested and controlled by the Secretary or designee.

Section 2. Duties of President

The President shall oversee the overall activities of the Corporation and the BOD and shall see that all orders and resolutions of the Board members are carried into effect; subject, however, to the right of the Board members to delegate to any other person any specific delegable duties. The President shall execute in the name of the Corporation and through signature, all deeds, bonds, mortgages, written contracts and other documents. The President shall be the chairperson of the Executive Committee and shall appoint 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 Board members including the orientation of all new Board members. The President is responsible for communicating all topics or issues between management of the Corporation and the BOD.

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 shall have such other powers and shall perform such other duties as are set forth in these By-Laws, as now or hereafter amended, and as the BOD 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

The Secretary shall issue notices of Board member meetings as hereinbefore set forth, shall attend and keep the minutes of the same in suitable minute books, shall maintain current a list of all Board members (including home addresses) which along with all other required postings, placed on the Massachusetts Attorney General Non-Profit & Charities Website, and conduct the Annual election of Officers. The Secretary shall attest to the signing by the President of all instruments requiring by the Corporation these By-Laws 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 Board members.

Section 5. Duties of the Treasurer

The Treasurer of the Corporation shall ensure the accurate accounting of all funds and valuables of the Corporation. The Treasurer shall confirm that regular books of account showing receipts and disbursements are maintained, and shall verify the completion of a monthly financial statement and an annual audit validating that all such receipts and disbursements is performed and are accurate; results are to be communicated to the BOD for their examination and approval. The Treasurer shall execute in the name of the Corporation and through signature as required, all deeds, bonds, mortgages, written contracts and other documents. The Treasurer shall also perform the duties of the President in the absence or incapacity of both the President and Vice-President. The Treasurer shall also perform such other duties as are incident to his or her office or as may be required by the Board members.

Section 6. Resignation or Removal

Any Officer may resign by delivering his or her written resignation to any Corporation Officer. Such resignation shall be effective upon its acceptance by the BOD through formal vote. The BOD 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 Officer position may be filled by majority vote of the BOD whenever it occurs.

Article VI: Committees

Section 1. Standing Committees

The standing committees of the Corporation shall include:

- 1) Executive Committee
- 2) Personnel Committee

Section 2. Appointment and Functions of Standing Committees

After nominations and selection, the President shall appoint the chairpersons of all standing committees, excepting the Executive Committee, subject to the approval of the BOD. The chairperson of each standing committee shall be a member of the BOD, and be responsible for the execution and reporting of the committees activities to the BOD.

Section 3. Executive Committee

The Executive Committee shall consist of the Board Officers: President, Vice-President, Secretary and Treasurer, and shall act on behalf of the Board in emergency or time-sensitive situations requiring a Board vote if the situation occurs between scheduled meetings. The Board President chairs the Executive Committee. The Executive Committee shall post an agenda by email to all members of the full board at least 24 hours before a meeting is called describing actions to be voted on.

Section 4. Personnel Committee

The Personnel Committee shall meet throughout the fiscal year and annually evaluate the management of the Corporation and the overall operations of the Corporation including a comprehensive review of the Personnel Policy manual to ensure correctness, and job descriptions for the Corporation's personnel to ensure accuracy, and recommend amendments of such descriptions from time to time. The Personnel Committee shall evaluate the performance of the management of the Corporation activities in satisfying the annual goals established for the Corporation, and act in an advisory role throughout the Fiscal Year; their formalized performance review results using approved forms including recommendations of the Personnel Committee related to salary/pay adjustments, bonuses, awards, and Cost of Living Adjustments shall be presented to the BOD for their approval prior to the last meeting of the fiscal year. Finalized results will be presented to employees prior to the end of January of the new fiscal year.

Section 5. Other Committees

The President may appoint, with the approval of the BOD, 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 VII: Corporation Management

The Corporation Management shall have the authority and responsibility to the oversight and operations of the Corporation in accordance with the general policies and directions specified by the BOD and shall have additional authority and duties, as the BOD may from time to time prescribe. All such policies, directions and duties shall be communicated to the Corporation Management through the President of the Corporation, or by the chairperson of the Personnel Committee. The Corporation Management shall report to and be directly responsible to the President of the Corporation.

The Corporation Management shall be entitled to compensation for services provided. The BOD shall provide a job description and specify salary, terms of service, and other provisions as appropriate.

Article VIII: Indemnification

The Corporation shall, to the extent legally permissible, indemnify each of its Board members and Officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonable 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 Board member and 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 Board member 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 Board members ~~Directors~~ then in office; or b) by a majority of the disinterested Board members then in office after the Corporation has received an opinion in writing of independent legal counsel to the effect that such Board member 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 Corporation. Expenses, including counsel fees reasonable incurred by any such Board member 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 180I 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 IX: Liquidation or Dissolution

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Board member, 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 other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be returned to the Board of Selectmen or the executive authority of all towns contributing to the Corporation, in proportion to the percentage of the total contribution of each. Money and property returned to such executive authorities is to be accompanied by a statement that such money and property is to be expended for cable television purposes only, either by the executive authorities of such towns, or by their designees.

Article X: Miscellaneous

Section 1. 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 Corporation, or in the case of Board members of another body, supplied by him or her to the Corporation for the purpose of notice.

Section 2. Fiscal Year

The fiscal year of the Corporation shall be the twelve (12) months ending December 31st of any given year, except as from time to time otherwise determined by the BOD.

Section 3. Notes, Checks, Etc.

All notes, drafts, checks and other orders for the payment of money shall be signed as legally required by the President and/or the Treasurer, or such other person or persons as the BOD may designate from time to time.

Section 4. Conduct of Meetings

Robert's Rules of Order, Revised, shall govern the conduct of all meetings of the BOD and its various committees, except where the same shall be in conflict with law or these By-Laws.

Article XI. Amendments

Any part or all of these By-Laws may be altered, amended or repealed by a two-thirds (2/3) vote of the BOD present at a regular or special meeting of the BOD 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 as communicated to the BOD no less than seven (7) days before such meeting.