

FRAMINGHAM PUBLIC ACCESS CORPORATION

BYLAWS

Article I. NAME

The name of this Corporation shall be Framingham Public Access Corporation (herein 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 set forth in the Articles of Organization and these bylaws, including, but not limited to, fostering the production, promotion, or acquisition of community video programming in Framingham by supporting open, diverse, and equitable access to the community video production facilities of the Corporation; allocating channel space and time for cablecast programming; and providing training to Framingham residents and organizations in the use of access facilities and equipment.

The purposes shall be exclusively charitable, civic, 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 3.01 One Class of Membership

The Corporation shall initially have one class of voting Members, which may be subdivided by the Board of Directors to account for individual and organizational Members. Furthermore, the Board of Directors may establish other classes of voting and/or non-voting membership. The membership shall not be limited as to number.

Section 3.02 Eligibility for Membership

All persons, firms, corporations, businesses, organizations, institutions and other entities in the Town of Framingham who subscribe to the purpose of this Corporation and/or who support the Corporation by participation or with a contribution of money, service or equipment shall be eligible for membership in the Corporation. All persons serving on the Board of Directors shall become members of the Corporation 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. Any person or entity interested in becoming a member of the Corporation shall submit a written and signed application on a form approved by the Board of Directors.

Section 3.03 Voting Rights

At every regular or special meeting of the members, each member authorized to vote shall be entitled to one (1) vote on each matter submitted to a vote of the members. To vote, a member must have demonstrated their interest in the affairs of the Corporation by:

- a. Completing a membership application form;
- b. Paying the prescribed membership dues, if any, by category, as they may from time to time be established by the Board of Directors;
- c. Serving as a member of the Corporation for at least forty-five (45) days prior to any vote.

Article IV. BOARD OF DIRECTORS

Section 4.01 Powers and Duties

The Board of Directors shall have and may exercise all of the powers of the Corporation to the extent permitted by the General Laws, Articles of Organization and these bylaws. The Board of Directors 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 Board of Directors and shall have full authority with respect to the distribution and payment of the 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.

The Directors duties shall include, but not be limited to, the powers:

- a. To elect and remove Officers;
- b. To propose Bylaw amendments and resolutions to the members;
- c. To call Special Meetings of the membership;
- d. To call and conduct meetings of the Board;
- e. To establish and abolish committees;
- f. To determine the size of committees and the procedures for selecting committee members;
- g. To set or change dues, if desired, except that such dues or changes shall become effective at the next Annual Meeting;
- h. To remove members who fail to meet the qualifications for membership in the Corporation;
- i. To fill vacancies on the Board of Directors until the next Annual Meeting;
- j. To establish election procedures for the Membership and Directors Meetings;
- k. To determine the corporate Fiscal Year;
- l. To take action in the name of the Corporation and otherwise conduct the affairs of the Corporation.
- m. To authorize the Corporation to enter into a contract.

Section 4.02 Number of Directors/Term of Office

The initial number of Directors shall be nine (9), and shall be appointed by the Framingham Board of Selectmen to serve until the first Annual Meeting, at which time the directors will stand for election to staggered terms of one (1), two (2) and three (3) years. Thereafter, all expiring terms will be filled with Directors elected to serve for three

(3) years. The number of Directors to be elected shall be nine (9). Elected Directors may not serve more than six (6) consecutive years.

Voting Members, in good standing, are eligible to serve on the Board of Directors of the Corporation, except that:

- a. No more than two (2) employees of the Town of Framingham can serve as an elected Director.
- b. At no time can any member of the Board of Selectmen, or any committee appointed by them for the purposes of regulating, negotiating, or advising on cable/video distribution, be eligible to serve on the Board of Directors.
- c. The Town Manager and the Assistant Town Manager are not eligible to serve as a Director.
- d. Senior Management of the licensees and their parent corporations are not eligible to serve as Directors.
- e. No member of the Corporation's staff shall serve as a member of the Board of Directors. No member of the immediate family (spouse, parents, children, brothers and sisters, or a spouse of any children, brother or sister) of any employee of the Corporation shall serve as a member of the Board of Directors, nor shall any member of the immediate family of a Director be an employee of the Corporation.
- f. They must be residents of the Town of Framingham.

Section 4.03 Nominations

- 1) Members shall be notified by the Clerk of the number and terms of Director positions to be filled at the Annual Meeting at least three (3) weeks prior to said meeting.
- 2) Any eligible Voting Member may be nominated for election to the position of Director by:
 - a. Notifying the Clerk of intent to seek election at least two (2) weeks prior to the Annual Meeting; or,
 - b. Nomination by a Voting Member at the Annual Meeting.

Section 4.04 Appointed Board Members

The Board may, by ordinary resolution, appoint up to two (2) voting board member(s) for one-year terms for the purpose of providing the board with special expertise in one of the following areas:

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- a. Financial or fundraising
- b. Legal
- c. Facilities
- d. Technology
- e. Knowledge of the community

Section 4.05 Resignation or Removal

A Director may resign by delivering in hand or sending by certified mail his or her written resignation to the Corporation at its principal office or to any Corporation officer. Such resignation shall be effective upon receipt.

Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without advance notice of at least two (2) of the meetings and sufficient excuse may be removed from the Board of Directors by a majority of the full Board of Directors at a regular meeting or at a special meeting for which the proposed removal was specifically noticed of the Board of Directors. Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing by certified mail of the meeting of the Board of Directors at which such 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.

Any Director may be removed from office for cause by a 2/3 vote of the full Board of Directors. Cause may include but is not limited to gross misconduct, or misappropriation of funds.

Section 4.06 Vacancies

Any vacancy in the Board of Directors arising at any time and from any cause may be filled for the unexpired term or until the next Annual Meeting, whichever is the shortest. The Board of Directors may appoint a Director to fill an unexpired term at any meeting of the Board of Directors by a majority of the Directors then in office. Any appointed term to fill a vacancy does not count towards the limit of six (6) consecutive years as a Director.

Section 4.07 Compensation

Directors as such shall receive no compensation for their services as directors. 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 approved by a two-thirds vote of the full Board of Directors, and said vote is filed with the Clerk of the Corporation. 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.

To apply for employment as a staff member with the Corporation, a Director is required to wait nine (9) months following service as a Director or be granted the opportunity to apply by a unanimous vote of the Board of Directors.

Article V. MEETINGS OF THE BOARD OF DIRECTORS

Section 5.01 Regular Meetings

Regular meetings of the Directors may be held at such places and at such times as the Directors may determine. There shall be at least four (4) regular meetings of the Directors per year. All regular meetings shall be open to the general public, except to the extent that the Board enters into executive session in accordance with Section 5.03 below.

Section 5.02 Special and Emergency Meetings

A special meeting of the Directors may be called by the President of the Board of Directors, or by two (2) or more Directors, and shall be held at such time and for such purposes as may be specified in the call for said meeting. Special meetings may be held by telephone conference call, so long as each person present at such telephone meeting may hear all others present and may speak and be heard by all others present, or by such other means as designated by the Board of Directors.

Emergency meetings of the Directors may be called by the President (or in the President's absence, by the Vice President or Treasurer) or by two (2) or more of the Directors then in office, but only if the Executive director or President or other authorized officer does not have authority to handle the matter or deems the judgment of the Board of Directors to be desirable.

Emergency meetings may be held by telephone conference call.

Nothing in this Article or Section shall be construed to prevent or restrict the Executive Director or an officer from taking any action necessary to secure and make safe the Corporation's facility and equipment or to protect the health and safety of any person(s).

See Section 5.06 Notice of Meetings.

Section 5.03 Meeting Open To Public/Exceptions

All meetings of the Board of Directors shall be open to the public unless the Board, by majority vote, deems closure of all or some of the meeting to be in the best interest of the Corporation.

Section 5.04 Quorum

A majority of the voting Directors currently in office shall constitute a quorum for the transaction of business, unless otherwise specifically provided in these bylaws.

Section 5.05 Participation by Telephone or Written Proxy

Any Director unable to attend a regular or special Board meeting in person due to good cause may, at his or her own expense, participate by telephone. Any absent Director may submit a written proxy delegating permission to another Director to vote on his or her behalf on previously circulated and thereafter unamended motions only.

Section 5.06 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 for each fiscal year and/or 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 seven (7) days prior to the day fixed for such meeting unless the party calling the meeting designates the meeting as an “emergency meeting”. 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.

Article VI. MEETINGS OF MEMBERS

Section 6.01 Annual Meeting

An Annual Meeting of the membership shall be held on a date deemed appropriate by the Board of Directors, but in no case less than once each year, at the principal office of the Corporation in Framingham, or at such other place in said Town 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. (See also Section 3.03 “Voting Rights”.)

Section 6.02 Special Meetings

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 Clerk of the Corporation of a written request of ten (10) members. Special meetings shall be convened not less than ten (10) days or more than forty-five (45) days after being called.

Section 6.03 Place for Meetings

All meetings of the Corporation shall be held at the principal office of the Corporation in Framingham, or at such other place in said Town as the Board of Directors may fix.

Section 6.04 Notice of Meetings

Written or emailed 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 addition to written or emailed notice of a regular or special meeting of members, notice of such meeting shall be given by causing notice of such meeting to be displayed each day over each television channel managed by the Corporation for at least ten (10) days prior to the meeting, and also be posted on the Corporation’s web site during this same time period.

Section 6.05 Conduct of Business

The order of business at all Annual and Special Meetings of members shall be determined by the Board of Directors.

There shall be no voting by proxy.

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

Section 6.06 **Quorum**

A duly called regular or special meeting of the members shall not be organized for the transaction of business unless a quorum of 10% 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.

Section 6.07 **Meeting Open To Public/Exceptions**

All meetings of the Corporation shall be open to the public unless the Board, by majority vote, deems closure of all or some of the meeting to be in the best interest of the Corporation.

Article VII. **OFFICERS**

Section 7.01 **Officers**

The officers of the Corporation shall include a President, a Vice-President, a Clerk and a Treasurer, and such additional or other officers as the Board of Directors may from time to time elect. All officers shall be elected by the Board of Directors from the Board of Directors. No person shall hold more than one office at any one time. Each officer of the Corporation shall be elected annually and shall, subject to Section 7.06 Resignation or Removal, hold office until the next Annual Meeting of the Corporation, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

Section 7.02 **Duties of President**

The President shall be the chief executive officer of the Corporation; 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 up to \$2,500, and for amounts over \$2,500 or over when countersigned by the Treasurer; and perform such duties as ordinarily pertain to the office.

Section 7.03 **Duties of Vice-President(s)**

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 Director, as voted by the Board, shall fulfill the aforesaid duties of the President.

Section 7.04 Duties of the Clerk(s)

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.

Section 7.05 Duties of the Treasurer

The Treasurer of the Corporation 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, sign checks, drafts, notes and orders for the payment of money which shall have been duly authorized by the Board of Directors for amounts up to \$2,500, and for amounts over \$2,500 or over when countersigned by the President; and perform such duties as ordinarily pertain to the office. The Treasurer shall submit a monthly financial report and an annual audited financial statement and balance sheet to the Board of Directors for their examination and approval.

Section 7.06 Resignation or Removal

Any officer may resign by delivering in hand or sending by certified mail his or her written resignation to the Corporation at its principal office or to any other officer. Such resignation shall be effective upon receipt, whether delivered in person to an officer of the Corporation or by certified mail.

The Board of Directors may remove from office any officer by a two-thirds (2/3) vote of the full Board of Directors, whenever in their judgment the best interests of the Corporation will be served thereby.

Section 7.07 Vacancies

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

Section 7.08 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

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.

Section 8.01 Standing Committees

The standing committees of the Corporation may be as follows:

- a. Executive Committee
- b. Finance Committee
- c. Human Resources Committee
- d. Programming Committee
- e. Membership Committee
- f. Fundraising Committee
- g. Governance Committee

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 an Executive Director. The Executive Director shall have the authority and responsibility to manage and operate the Corporation'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, directions and duties shall be communicated to the Executive Director by the President of the Corporation. The Executive Director shall report to and be directly responsible to the President of the Corporation.

The Executive Director shall be entitled to compensation for his or her services. The Board of Directors shall negotiate an employment agreement 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 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: (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 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 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 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

Dissolution of the Corporation shall require the affirmative vote, at any meeting of its general members when a quorum is present, of two-thirds of the total number of the Corporation present and legally qualified to vote in the meetings of the Corporation.

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 other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, 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 or 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 12.01 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 Board of Directors.

Section 12.02 Execution of Corporate Instruments

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

b. All bonds, loans, mortgages, other evidence of indebtedness as the Corporation may issue in the conduct of its business, shall be authorized by a resolution of the Board of Directors and then signed by the President and the Treasurer of the Corporation.

c. Any instrument purporting to affect an interest in real estate shall be authorized by a Resolution of the Board of Directors and then signed by the President and Treasurer of the Corporation.

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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 full Board of Directors at a regular or special meeting of the Board of Directors duly called for that purpose, provided that notice of the substance of the proposed alteration, amendment or repeal shall be stated in a written notice for such meeting is sent to the Board of Directors no less than fourteen (14) days before such meeting.

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