

**BY-LAWS  
OF  
WALPOLE COMMUNITY TELEVISION, INC.**

**ARTICLE I: NAME**

The name of this corporation shall be WALPOLE COMMUNITY TELEVISION, INC. (hereinafter in these by-laws 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 Walpole, allocating channel space and time to Walpole residents to cablecast local programming and providing training to Walpole residents and organizations in the use of public, educational and governmental (“PEG”) 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: MEMBERS**

(1) *Membership.* The members of the Corporation (hereinafter the “Members”) shall consist of each household and place of business in Walpole that subscribes to cable television service(s). Members are not required to pay dues or apply for membership.

(2) *Annual Meeting.* The Annual Meeting of the Members shall be held each year on the third Thursday of September at the place and time determined by the Board of Directors of the Corporation (hereinafter the “Directors”) or at such other date, place and times as may be determined by said Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by applicable law, by the Articles of Organization or by these by-laws, may be specified by the Directors in writing prior to any such Annual Meeting. At the Annual Meeting, the Members shall elect Directors consistent with the provisions for such in these by-laws and may transact such business as may be done in accordance with applicable law, the Articles of Organization of the Corporation and these by-laws.

Members wishing to vote at the Corporation’s Annual Meeting must provide a current cable television bill indicating that the member is a Walpole cable television subscriber.

(3) *Special Meetings.* Special meetings of the Members may be called by the Directors. Special meetings may also be called by the Clerk, or in case of the death, absence,

incapacity or refusal of the Clerk, by any other officer, upon the written application of fifteen (15) Members. The call for the meeting may be oral or written and shall state the place, date, hour and purposes of the meeting.

(4) *Notice of Meetings.* A written notice of the place, date and time of each meeting of the Members stating the purposes of the meeting shall be given by the Clerk (or other person authorized by these by-laws or by law) at least fourteen (14) days before the meeting by posting the notice on the websites of the Corporation and the Town of Walpole (the "Town"); by posting the notice on each of the cablecast channels; and by causing the notice to be published in at least one newspaper which has general circulation in the Town. When said meeting is for the purpose of electing Directors notice shall be given at least twenty-eight (28) days before the meeting and contain the procedure for nominating candidates for director; the deadline for nominations; and the date and time of the election.

(5) *Quorum.* Ten (10) eligible Members shall constitute a quorum for any meeting of the Members.

(6) *Action at Meetings.* When a quorum is present at any meeting of Members, a majority of the Members present in person who are entitled to vote on a matter shall decide any matter to be voted on by the Members, provided that there is a minimum quorum of ten (10) eligible Members.

#### **ARTICLE IV: BOARD OF DIRECTORS**

(1) *Eligibility.* Each member of the Board of Directors must be a Walpole, Massachusetts, resident and a subscriber to Cable Television Service(s).

(2) *Powers, Duties and Qualifications.* The Directors may exercise all of the powers of the Corporation and shall be responsible for establishing its policies and supervising the direction and management of its affairs. The Directors may act on any matter notwithstanding the existence of one or more vacancies in the Board provided there is a quorum of Directors of the Corporation taking action.

(3) *Number and Election.* The Board of Directors shall consist of seven (7) persons: one (1) person shall be appointed by Walpole School Committee; two (2) persons shall be appointed by the Board of Selectmen of the Town; and four (4) shall be elected by the Members at the Annual Meeting. At the 2015 Annual Meeting, four (4) Directors shall be voted by the existing Walpole Community Television, Inc. members.

(4) *Tenure.* Each Director appointed by the School Committee or by the Board of Selectmen shall serve for a one-year term and may serve a maximum total of four (4) consecutive years. Each Director elected by the Members shall serve for a term of two (2) years, and such terms shall be staggered so that approximately one-half of the total

number of Directors to be elected by the Members shall be elected at each Annual Meeting. Directors elected by the Members may serve a maximum of two (2) consecutive two-year terms or a total of four (4) consecutive years. Directors elected by the Members shall hold office, except as otherwise hereinafter provided, until the second annual meeting of the members following their election and until their successors are chosen and qualified.

(5) *Resignation.* Any Director may resign by delivering his or her written resignation to the Corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

(6) *Removal.* A Director elected by the members may be removed from office (a) with cause by vote of a majority of Members entitled to vote in the election of Directors, or (b) for cause by vote of two-thirds of the directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her. A Director appointed by either the Board of Selectmen or the School Committee may be removed and replaced at any time by the respective Town body.

(7) *Vacancies.* Any vacancy in the Board of Directors, however occurring, may be filled (a) by a majority of the sitting Directors in the case of a Director elected by the Members, or (b) by the entity that appointed him or her in the case of a Director appointed by the School Committee or the Board of Selectmen. Vacancies resulting from the resignation or removal of a Director shall be filled for the remaining balance of his or her term.

(8) *Meetings.* Regular meetings of the Directors may be held without notice at such time, date and place as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice of the meeting. A regular meeting of the Directors may be held without notice at the same place as the Annual Meeting of Members following such meeting. A Director has the ability to participate in a regular meeting by a conference telephone.

Special meetings of the Directors may be called, by telephone or in writing or by e-mail, by the President or two or more Directors, designating the time, date and place thereof. Meetings of the Directors shall be open to the public, unless the Directors determine that such meeting shall not be open to the public.

(9) *Notice of Meetings.* Notice of the time, date and place of all special meetings of the Directors shall be given to each Director by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by the officer or one of the Directors calling the meeting. Notice shall be given to each Director by delivery of such notice in person or by telephone or e-mail at least twenty-four (24) hours in advance of the meeting, or by written notice delivered by mail, fax or electronic communication to his or her business or home address at least forty-eight (48) hours in advance of the meeting. A Director

may waive attendance of a meeting should there be issues in providing notice of the respective meeting.

(10) *Quorum*. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum.

(11) *Action at Meeting*. At any meeting of the Directors at which a quorum is present, a majority of the Directors present may take any action on behalf of the Directors.

(12) *Compensation*. Directors as such shall receive no compensation for their services as Director. Neither Directors, nor immediate members of their family, shall be compensated for other services to the corporation.

(13) *Disqualification*. As a rule, no individual under the age of eighteen (18) shall serve as a member of the Board of Directors as per Massachusetts General Law Chapter 231, Section 85P. No member of the Corporation's staff shall serve as a member of the Board of Directors. No immediate family or close relative of the Corporation's staff shall serve as a member of the Board of Directors, nor shall any immediate family or close relative of a member of the Board of Directors be an employee of the Corporation. No employee or immediate family or close relative of any employee of either Walpole cable licensee, or its parent or affiliates, may serve as a member of the Board of Directors, nor shall any Director or immediate family or close relative become an employee of the cable licensee, its parent or its affiliates.

## **ARTICLE V: COMMITTEES**

The Directors shall have the following standing committees:

### *(1) Nominating/Election Committee*

The Nominating/Election Committee shall:

- a) Recommend criteria to the Directors for the selection of new Director(s) to serve on the Board;
- b) Review the composition of the Board to ensure it has requisite expertise and diversity;
- c) Identify and recommend individuals who are qualified as candidates to serve on the Board, consistent with criteria; and
- d) Oversee the election of new Directors in accordance with Article VI below.

### *(2) Finance Committee*

The Finance Committee shall be responsible for developing and reviewing financial statements, reports, policies, budgets and investments of the Corporation and for monitoring these activities. In addition this committee shall monitor legal compliance

matters and insurance, assist with the annual audit of financial statements and the selection of an auditor, and have such other related duties as may be assigned to it from time to time by the Board of Directors.

### *(3) 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. The Board of Directors may delegate powers to other committees. These committees serve at the pleasure of the Board and may be abolished by the Board at any time.

## **ARTICLE VI: ELECTIONS**

**Section 1.** The Nominating/Election Committee shall:

- 1) Maintain a neutral, unbiased position regarding nominees;
- 2) Publish and distribute a call for nominations to the Walpole community;
- 3) Contact board members whose terms will expire at the upcoming Annual Meeting;
- 4) Request appointee(s) name(s) from appointing entities;
- 5) Publish a list of nominees for distribution at the Annual Meeting;
- 6) Produce ballots for use at the Annual Meeting; and
- 7) Conduct elections at the Annual Meeting including:
  - a. Introducing candidates;
  - b. Distributing and collecting ballots;
  - c. Counting ballots; and
  - d. Determining and announcing the outcome of the election.

**Section 2.** The Nominating/Election Committee shall conduct the election in accordance with the guidelines as listed below:

- Nominations for election by the membership may be made by any Member. Such nominations shall be filed in writing with the Nominating/Election Committee not later than fourteen (14) days before the election.
- There shall be no nominations made from the floor of the Annual Meeting.
- All nominees will be given up to two (2) minutes to address the membership.
- A Member may not assign his or her voting privilege to another Member.
- If a Member claims that he or she is eligible to vote, but is not allowed to vote, such Member shall complete an “escrow ballot”. These ballots are held separately and will be counted if such Member is later found to be eligible to vote.
- Voting shall be by paper ballot, cast at the location of the Annual Meeting.
- There shall be no write-ins, proxy or absentee ballots.
- Ballot positions are determined by lottery.

- Nominees receiving the highest number of votes shall be elected.
- The results of the election are to be announced during the Annual Meeting.

## **ARTICLE VII: OFFICERS**

(1) *Enumeration.* The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, a Clerk, and such other officers as the Directors may determine.

(2) *Election.* The President, Vice President, Treasurer and Clerk shall be elected annually by the Directors at their first meeting following each Annual Meeting of Members.

(3) *Qualification.* Only Directors may serve as President, Vice President, Treasurer or Clerk. The Clerk shall be a resident of Massachusetts. Any officer may be required by the Directors to give bond for the faithful performance of his or her duties in such amount and with such sureties as the directors may determine.

(4) *Tenure.* Except as otherwise provided by applicable law the President, Vice President, Treasurer and Clerk shall hold office until the first meeting of the Directors following the next Annual Meeting of Members, and until their respective successors are chosen and qualified; and all other officers shall hold office until the first meeting of the Directors following the next Annual Meeting of Members and until their successors are chosen and qualified, or for such shorter term as the directors may fix at the time such officers are chosen.

(5) *Resignation.* Any officer may resign by delivering his or her written resignation to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

(6) *Removal.* The Directors may remove any officer by a vote of two-thirds of the number of Directors then in office.

(7) *Vacancies.* Any vacancy in any office may be filled for the unexpired portion of the term by the Directors.

(8) *President and Vice President.* The President shall preside when present at all meetings of the Members and the Directors and he or she shall be an ex officio member of all committees. The President shall be responsible for general supervision of the affairs of the corporation, subject to the directions of the Directors, including the employment and supervision of the Executive Director, and he or she shall have such other powers and perform such other duties as the directors from time to time may designate.

In the absence or incapacity of the President, the Vice President shall preside when present at meetings of the Members and the Directors and shall have temporarily the

powers and responsibilities of the President, unless the Directors otherwise determine; and the Vice President shall have such other powers and perform such other duties and the Directors may from time to time designate.

(9) *Treasurer.* The Treasurer shall be responsible for general supervision of the financial affairs of the Corporation, subject to the directions of the Directors, including supervision of the financial duties of the Executive Director. The Treasurer shall be responsible for custody of the funds, securities and valuable papers of the corporation and shall cause it to keep accurate books of account. The Treasurer shall cause the preparation of periodic financial reports and an annual budget for presentation to the Directors and such interim reports and budgets as are needed and he or she shall perform such other duties and have such other powers as the Directors may from time to time designate.

(10) *Clerk.* The Clerk shall keep a record of the meetings of Members and Directors. In the absence of the Clerk from any such meeting, a Temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk.

## **ARTICLE VIII: EXECUTIVE DIRECTOR AND STAFF**

The 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 Directors, shall supervise the daily operations of the other employees and shall have additional authority and duties, as the Directors may from time to time prescribe in writing. All such policies, directions and duties shall be communicated to the Executive Director by the President of the Corporation. The Executive Director, who serves at the pleasure of the Board, 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 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, nor shall he or she be deemed to be an officer of the Corporation. He/she may attend Board meetings, but has no voting privileges.

## **ARTICLE IX: CONFLICT-OF-INTEREST**

### **Section 1. Purpose**

The purpose of this conflict of interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and

federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Section 2. Duty to Disclose**

(a) In connection with any actual or possible conflict of interest, a Board member or officer of the Corporation must disclose the existence of any financial interest that could be considered a conflict of interest and be given the opportunity to disclose all material facts to the Directors, which shall consider such matter.

(b) Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined in paragraph (c) below, is an interested person.

(c) A Director or Officer has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

## **Section 3. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion thereof, the interested party shall leave the Directors meeting while the determination of a conflict of interest is discussed and voted upon. The Directors shall decide if a conflict of interest exists.

## **Section 4. Procedures for Addressing the Conflict of Interest**

(a) A Director or officer of the Corporation who might be an interested person may make a presentation at the Directors meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The President of the Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **Section 5. Violations of the Conflicts of Interest Policy**

(a) If the Directors have reasonable cause to believe a Director or officer of the Corporation has failed to disclose actual or possible conflicts of interest, it shall inform such Director of the basis for such belief and afford such Director an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Directors determine that the Director has failed to disclose an actual or possible conflict of interest, the Directors shall take appropriate disciplinary and corrective action.

### **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 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 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 actions, 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 the 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 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 Directors to such organization or organizations which are organized and operated exclusively for charitable purposes and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Laws; provided, however, that no part of the net earnings of such organization or organizations shall inure to the benefit of any 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 participate or intervene in any political campaign on behalf of any candidate for public office.

## **ARTICLE XII: MISCELLANEOUS PROVISIONS**

### **1. Fiscal Year**

The fiscal year of the corporation shall begin on July 1 and end on June 30 of the next calendar year.

### **2. Execution of Instruments**

All deeds, leases, transfers, contracts, bonds, notes and other obligations to be entered into by the Corporation by direction of the Directors may be executed on behalf of the corporation by the President.

### **3. Corporate Records**

The original, or attested copies, of the Articles of Organization, by-laws and records of all meetings of the incorporators and Members shall be kept in Massachusetts at the principal office of the Corporation. They shall be available at all reasonable times for the inspection of any Member or Director.

### **4. Articles of Organization**

All references in these by-laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

### **5. Notes and Checks**

The check signing authority will be as follows: Any expense more than \$500.00 requires two (2) authorized signatures from members of the Board of Directors. Any expense equal to or less than \$500.00 requires one (1) authorized signature from a member of the Board of Directors. Those having check signing authority shall be the President and Treasurer, except as from time to time otherwise determined by the Directors.

### **6. Conduct of Meetings**

The President of the Corporation is responsible for the conduct of all meetings. He/she may invoke Robert's Rules of Order (Revised) to govern the conduct of all meetings of the members of the Corporation and the Directors and its various committees.

### **7. Amendments**

Any part or all of these by-laws may be altered, amended or repealed by a motion, and seconded by a majority of Directors present, at a regular meeting of the Directors. This duly authorized motion is subject to a vote of the Members in an Annual or Special Meeting called in compliance to Article III, section (3) of the Bylaws. The Directors shall provide clarity of the substance of the proposed alterations, amendments or repeals in a notice mailed; emailed, or posted to the members by the Clerk of the Board of Directors no less than fourteen (14) days before the Annual or Special Meeting.

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