



BY-LAWS

Of

MEDFORD COMMUNITY CABLEVISION, INC.

Revised: 2007

Section 1. - Name

The name of this corporation shall be "Medford Community Cablevision, Inc."

Section 2. - Purposes

The corporation is established exclusively for charitable purposes, within the meaning of Section 4 or Chapter 180 of the General Laws and Section 501(c)(3) of the Internal Revenue Code, to own and manage facilities including real and personal property which will be used for community television programming on the public access channels of a cable television system operated in the City of Medford, Massachusetts.

No member of the Board of Directors shall be compensated by the corporation, with the exception of a finding of extraordinary circumstances and approved by a two thirds Board vote. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision of the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively to such organization or organizations organized and operated exclusively for such purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Massachusetts Supreme Judicial Court, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

Section 3. Corporate Office

Location: The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

Section 4. Corporate Seal

The directors may adopt and alter the seal of the corporation.

Section 5. Fiscal Year

The fiscal year of the corporation shall end on April 30 each year.

Section 6. Members

- a) **Eligibility** Membership in this corporation shall be open to all individuals and representatives of organizations in the City of Medford who are in harmony with its purposes and who shall abide by its By-Laws. This includes, but is not limited to, those who contribute to the corporation, those who produce programming or sponsor programming on the public access channels, and those who work to further the purposes of the corporation. Membership shall be granted upon majority vote of the Board of Directors at its annual meeting or at such other meetings of the Board of Directors as it may deem necessary. The initial members of this corporation shall be its incorporators as appears in its Articles of Organization.
- b) **Powers and Rights** In addition to the right to elect directors as provided for in these by-laws and such other powers and rights as are vested in them by law, the Articles of Organization or these By-Laws, the members shall have such other powers and rights as the directors may designate.
- c) **Annual Meeting** The annual meeting of the members shall be held at the principal office of the corporation in Medford, or at such other place within the Commonwealth of Massachusetts as designated in the notice of the annual meeting, on the third Thursday in September if it be not a legal holiday, and , if it be a legal holiday, then on the next succeeding day not a legal holiday. If such annual meeting is omitted on the day herein provided therefore, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the annual meeting.
- d) **Special Meetings** Special meetings of members may be called by one third of the Board of Directors. The call for the meeting shall be made by the Clerk, or in case of his or her death, absence, incapacity or refusal, by any other officer, and shall state the date, hour and purpose of the meeting, and the place at which it is to be held. Special meetings may also be called in accordance with Massachusetts General Laws, Chapter 180, Section 6A upon written request of three (3) members.
- e) **Place of Meetings** All meetings of members shall be held at the principal office of the corporation in Medford, or at such other place within the Commonwealth of Massachusetts as may be stated in the call for a special meeting.
- f) **Notice of Meetings** A written notice of every annual or special meeting of the members, stating the place, date and hour thereof, and of the purposes for which the meeting is to be held, shall be mailed by the Clerk or by the person calling the meeting at least (10) days before the meeting to each member at his or her address as it appears upon the records of the corporation.

No notice of the time, place or purpose of any regular or special meeting of the members shall be required to be given to any member who expressly waives such notice or who is present or represented at such meeting or who, or whose attorney thereunto authorized by a writing which is filed with the record of the meeting, waives such notice.

- g) **Quorum** At any annual or special meeting of the members, twenty percent of the members entitled to vote upon a question to be considered at such meeting shall constitute a quorum for the consideration of such question, but a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.
- h) **Voting** At any meeting of the members, each member shall have one vote on all matters which have been duly brought before the membership except that the right to vote for members of the Board or Directors and the right to vote on amendments to the By-Laws and Articles of Organization shall be limited to members of the corporation in good standing who are residents of the City of Medford and non-resident Board members in good standing.
- i) **Action of Meeting** When a quorum is present at any meeting, a majority of the members represented thereat and entitled to vote shall, except where a larger vote is required by law, by the Articles or Organization or by these By-Laws, decide any question brought before such meeting.

Section 7 Board of Directors

- a) **Powers** The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the Articles of Organization and these By-Laws.
- b) **Number** The Board of Directors shall consist of Thirteen (13) members:
 - 9 Appointed Board Members. These Directors are appointed by current Board members. Up to three (3) of the nine (9) appointed board members may be non-Medford residents. The Mayor's Appointee shall constitute one of the nine appointed members, per the contract agreement.
 - 4 Elected Board Members from the active membership
- c) **Voting** Each member of the Board shall have one vote.
- d) **Quorum** A majority of the voting Directors currently in office shall constitute a quorum for the transaction of business.
- e) **Tenure** Members of the Board of Directors shall have a one year term.
- f) **Suspension or Removal** A director, with the exception of the ex-officio member, may be suspended for cause by a vote of the majority of directors then in office.
- g) **Vacancy** Any vacancy in the Board of Directors may be filled by the directors for the remainder of the vacant term.
- h) **Regular Meetings** Regular meetings of the directors may be held at such places and at such times as the directors may determine.
- i) **Special Meetings** Special meetings of the directors may be held at any time and at any place by the Chairman of the Board of Directors or upon the written request of not less than three (3) directors as provided by Massachusetts General Laws, Chapter 180, Section 6A.

Section 8. Officers

- a) **Election** There shall be a president, treasurer and clerk who shall be elected annually by the directors at their first meeting following the annual meeting of the members. Officers shall come from within the membership of the Appointed Board of Directors.
- b) **Tenure** The president, treasurer and clerk shall each hold office until the first meeting of the directors following the next annual meeting of the members and until their successor is chosen, and each other officer shall hold office until the first meeting of the directors following the next annual meeting of the members unless a shorter period shall have been specified by the terms of their election or appointment, or in each case until they sooner die, resign, are removed or become disqualified.
- c) **President** The president shall chair all meetings of the organization, act as the principal advisor on the manner by which the corporation can accomplish its business, and be familiar with all phases of activity within the corporation.
- d) **Treasurer** The treasurer shall serve as chief financial officer and shall advise and oversee the books and records of account of the corporation.
- e) **Clerk** The clerk shall record, prepare, maintain and disseminate minutes of meetings.

Section 9. Standing Committees

The Board of Directors may establish standing committees of the corporation, establish criteria for their membership and grant them powers subject to their compliance with the Articles of Organization and the corporation By-Laws.

Section 10. Parliamentary Authority

Roberts Rules of order, as most recently revised, shall serve as Parliamentary Authority at all meetings.

Section 11. Executive Director or Manager or General Manager

The Board of Directors of the corporation may appoint/hire an Executive Director, Manager or General Manager who 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.

Section 12. Amendments

These By-Laws may be altered, amended, or repealed in whole or in part by a 2/3 vote of the Board of Directors then in office, except with respect to any provision hereof which by law, the Articles of Organization or these By-Laws requires action by the members.

Amendment 1 – Voting Rights of Members

Any member in good standing shall have the right to vote.

Amendment 2 – Membership Board of Directors – Mayor's Designee

The Mayor of the City of Medford may designate one person to serve as a member of the Board of Directors with full Board rights.