

**Article I  
Name**

The name of this Corporation shall be Seekonk Cable Access Inc. (hereinafter referred to as the "The Corporation")

**Article II  
Location**

The Offices of the Corporation shall be located in the Town of Seekonk, County of Bristol, and State of Massachusetts. The principal office shall be located at 580 Arcade Avenue, Seekonk MA

**Article III  
Articles of  
Organization.**

The Articles of Organization of the Corporation as shall be amended from time to time are included in these By-laws by reference.

**Article IV  
Purpose**

Seekonk Cable Access Inc. is to be a valuable community resource providing access to the public, educational, and governmental channels to all residents of Seekonk through a secure forum that will allow the diverse exchange of ideas and interests that promote community participation and educational opportunities.

In furtherance of the Corporation's Purpose and responsibility, the Corporation shall:

Inform the general public (hereinafter referred to as Members) of their right and opportunity to participate in community channels and promote their utilization;

Accept input from the Members concerning the Cable system, local additional needs, and seek methods by which these needs can be met;

Keep Members as informed as is practical and to the extent of the law of the operations of the Corporation through the use of regular meetings of the Board of Directors open to the public, Annual meetings of the Members, the timely availability of Corporation meeting paperwork, and an easily accessible means of communication with the Corporation;

Establish rules and procedures governing the use of the local access channels, the equipment provided by the Licensee, and assist in scheduling workshops or training sessions for the Members in such use;

Supervise local programming operations, and have authority over capital and operating expenses for such purpose;

Supervise and control all funds, including the review and approval of budgets for funds provided by the Licensee and others;

Establish interest bearing accounts for holding all funds;  
Review reports by Licensee submitted as part of the License;  
Advise the Issuing Authority(Town of Seekonk) regarding compliance with the terms of the License, on the resolution process for Member complaints, and recommendations for actions as required;  
Prepare and submit quarterly informal reports, formal annual reports containing information regarding programming plans, and performance to the Issuing Authority as a basis for their annual License review.

## **Article V Membership**

### Section 1. Membership

The persons signing the certificate of incorporation as incorporators shall be the first members of the Corporation and the original Board of Directors, unless they have resigned as such members, or unless membership shall otherwise have been terminated.

### Section 2. Determination of eligibility

The Board of Directors shall prescribe by resolutions, or by rules and regulations duly adopted the manner of admission into membership of such eligible persons or organizations. All such resolutions, rules, or regulations relating to Members adopted by the Board of Directors of the Corporation shall be affixed to By-laws of the Corporation and shall be deemed to be a part thereof. Such resolutions, rules, or regulations adopted by the Board of Directors may prescribe with respect to all Members the rights, liabilities, and other incidents of membership, provided, however, no fees, dues, assessments, fines, and/or penalties shall be assessed to Members.

### Section 3. Eligibility of membership

All residents of Seekonk at least 18 years of age and residing in a household currently subscribed to Comcast/Xfinity, as provided by Comcast Cable Community Management LLC or current Licensee shall be eligible for membership.

### Section 4. Term of membership

The right, or interest of a Member shall not terminate except upon the happening of any of the following events: death, resignation, cancellation of subscribership, or dissolution and liquidation of the Corporation.

## **Article VI Board of Directors**

### Section 1. Powers and duties

The Board of Directors shall have and may exercise all of the powers of the Corporation to the extent permitted by MGL, the Articles of Organization, and these By-laws. The Board of Directors is the Fiscal Agent of the Corporation, and as such has all fiduciary authority and

responsibility thereof. It shall have charge of the Corporation's affairs and property. The Board of Directors shall have full power by majority vote to adopt rules and regulations governing the actions outlined in the Articles of Organization. The Board of Directors may recommend changes by a majority vote to the By-laws to be voted on by the Members at the Annual Meeting of Members.

#### Section 2. Composition

The Corporation shall be managed by a Board of Directors of seven(7) and one(1) alternate. Each Director shall be at least 18 years of age and shall be a Member of the Corporation during their directorship. The number of Directors may be increased or decreased by recommendation of the Board of Directors and shall require the vote of the majority of the Members at the Annual Meeting of the Members.

#### Section 3. Disqualification from Directorship

No member of the Corporation's staff shall serve as a member of the Board of Directors. No close relative of the Corporation'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 Corporation. No employee or close relative of an employee of the Seekonk Cable Licensee, or its parent, or affiliates, may serve as a member of the Board of Directors, nor shall any Director or close relative become an employee of the Cable Licensee, its parent, or affiliates. No Member that has been removed from the Board of Directors of TV9 for cause, chronic absenteeism or gross negligence in duty shall be eligible.

#### Section 4. Terms of office for Directors

The first Board of Directors shall consist of eight(8) persons, composed of seven Directors and one(1) alternate voted on by the Members. Of the initial seven(7) and 1 alternate Directors two(2) shall be elected to serve a term of three(3) years; three(3) shall be elected to serve a term of two(2) years; and two(2) sitting members and the one(1) alternate shall be elected to serve a term of one(1) year, or until their successors have been duly elected and qualified. Thereafter, the term of office for Directors shall be three(3) years. If no Quorum is reached at the December 2023 Annual meeting of Members the current temporary Board of 5 will remain in service until the adjourned time of the Annual meeting of Members and until such a time as their successors have been duly elected and qualified.

#### Section 5. Election process

The Candidate must be an eligible Member as stated in the By-laws. Nominees for Directors shall come from the membership. Members who wish to be considered shall make themselves known to the Board of Directors in notice signed by not less than seven(7) members, giving the names of such nominees, to be filed with the Clerk, not less than 10 calendar days prior to the Annual Meeting of the Members.

#### Section 6. Conditions for and removal of Directors

The Board of Directors may remove any Director thereof for cause only. Directors are expected to attend all meetings. Any Director who fails to attend three(3) consecutive meetings of the

Board or a majority of meetings held in a six(6) month period without sufficient reason shall be deemed to have resigned, or be removed from the Board of Directors for chronic absenteeism. Any Director who engages in activity detrimental to the Town of Seekonk, the Corporation including it's 501(c)(3) status, or to the delivery of PEG service shall be eligible for removal for gross negligence. A Director may be removed from office with a 5/7 affirmative vote of the full Board of Directors or by a 2/3 vote of the Members at a Special meeting, for cause. Any Director proposed to be removed shall be entitled to at least fourteen(14) days notice, in writing, by mail or other delivery, with receipt of mail or such other delivery thereof to the Director or their residence of the meeting of the Board of Directors at which such removal is to be voted upon, the reason for removal, 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.

#### Section 7. Resignation of Directors

A Director may resign at any time by giving written notice to the Board of Directors or any officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board of Directors or such officer. Formal Acceptance of such resignation by letter shall not be necessary to make it effective.

#### Section 8. Leave of Absence

A Director may require a continuous leave of absence for sufficient reason. A Leave of Absence of less than 6 months does not render the Director resigned or eligible for removal.

#### Section 9. Vacancies on the Board of Directors

A vacancy through resignation, removal, absence, or prolonged leave of absence shall be filled by the Alternate. If more Directors' seats are vacant due to removal or resignation a Special meeting of the Members for the purpose of election shall be called. A Director elected to fill a vacancy caused by resignation or removal shall be elected to hold office for the remainder of the unexpired term of their predecessor.

#### Section 10. 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 any necessary expense.

#### Section 11. Action of the Board of Directors

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Corporation's Articles of Organization, or these By-laws.

### **Article VII Officers**

#### Section 1. Directors to appoint officers

The Board of Directors may elect a President of the Board, a Vice President, a Clerk, a Treasurer, and other such officers as they determine. 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.

#### Section 2. Officers terms of office

All officers shall hold office until the first Board meeting after the Annual Meeting of Members, until their successors have been duly elected and qualified.

#### Section 3. Duties of President

The President shall preside over all meetings of the Board or of Members. The President shall make a report on the affairs of the Corporation at each meeting; and shall see that all orders and resolutions of the Members, and Directors are carried into effect; subject however, to the right of the Directors to delegate to any other person any specific delegable duties. The President shall execute all deeds, bonds, mortgages, written contracts, and other documents in the name of the Corporation, and when necessary shall affix thereto the corporate seal. The President in the absence of the Treasurer shall sign checks and withdraw funds as approved by the Board. The President shall oversee all day-to-day activities of all personnel. The President, with input from Board members shall evaluate all personnel, and ensure that all personnel matters are carried out.

In the absence of the President, or should the Board of Directors or Members call a meeting to discuss the removal of the President under Article six(6) Section six(6) herein described the Vice President shall preside at meetings.

#### Section 4. Duties of Vice President

During the absence or disability of the President of the Corporation, the Vice President shall have all the powers and functions of the President. The Vice President shall perform such duties as the Board of Directors may prescribe from time to time, and shall have the authority to appoint such assistants as in their judgment may be required to exercise this function.

#### Section 5. Duties of Treasurer

The Treasurer shall be responsible for the care and custody of the corporate funds; keeping full and accurate accounts of receipts and disbursements to the Corporation; depositing all monies in the name of the Corporation in an institutional interest bearing account; and in such depositories as may be designated by the Board of Directors. The Treasurer shall furnish a signed quarterly or monthly financial statement. The Treasurer shall furnish a signed annual statement of all receipts and disbursements of the Corporation to the Board of Directors and Members at the Annual Meeting of Members. The Treasurer when duly authorized by the Board of Directors shall sign and execute all contracts, checks, drafts, notes, and orders of payment of money in the name of the Corporation.

#### Section 6. Duties of the Clerk

The Clerk shall issue notices of all meetings of the Board of Directors as needed, and shall send such official notices as may be directed by the Board, or required pursuant to these By-laws or

by law. The Clerk shall also be responsible for all general correspondences of the Board and in general performing all duties incident to the office of Clerk, and such other duties from time to time, that may be assigned to them by the President or the Board. The Clerk shall take, or be responsible for the taking and filing of the minutes of the Board of Directors and meetings of the Members called in accordance herewith.

#### Section 7. Duties of the Alternate

The alternate shall be considered as a Director and member of the Corporation save for voting status at Board meetings; and may have from time to time, other such duties assigned to them by the Board or President. The Alternate shall be expected to attend all meetings of the Board and all meetings of the Members. They will receive all information and participate in all discussions. The Alternate will assume the voting right but not the duties or powers of another Director in their absence.

### **Article VIII Executive Director and Staff**

The Board of Directors will authorize such staff positions as may be necessary to conduct the business of the Corporation, including the position of Executive Director. The Executive Director shall make a report on the affairs of the Corporation at each meeting of the Directors. The Executive Director shall have the authority and responsibility to manage, and operate the Corporation's affairs, supervise the daily operations of the other employees, and 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 from the Board of Directors to the Executive Director through the President of the Board. The Executive Director shall report to and be directly responsible to the President of the Board.

The Executive Director and staff shall be entitled to compensation for their services. The Board of Directors shall negotiate a contract with the Executive Director and all employees specifying salary, initial term of service, renewal, and other provisions as appropriate. The Board of Directors will review applicants for staff vacancies with the Executive Director's recommendations. The Executive Director shall not be deemed a member of the Board of Directors, nor shall they be deemed an officer of the Corporation.

### **Article IX Meetings**

#### Section 1. Rules of Order

All meetings of the Corporation including Regular, Executive, Special, and the Annual meeting of Members shall be conducted according to Robert's Rules of Order as currently defined. Where there is a conflict between Robert's Rules of Order and these By-laws, the provisions of these By-laws shall prevail.

#### Section 2. Presiding Officer

The President of the Board of Directors shall be the presiding officer at all meetings, in their absence or in the event of Article six(6) section six(6) of these By-laws the Vice President shall preside.

### Section 3. Agenda and Minutes

The Agenda for all meetings shall be made available on the TV9 website or by hardcopy in the primary office by the Clerk at least 48 hours in advance of the meeting. All minutes shall be accepted by the Board in a timely manner and available to the public to the extent of MGL Ch.156b section 32, and Ch.180 section 18.

### Section 4. Annual meeting of Members

The Annual meeting of Members shall be held on such a date or dates during the month of December as shall be fixed by the Board of Directors of the Corporation. The Annual meeting of Members may be held at a place as the Board of Directors may from time to time fix. In the event that the Board of Directors shall fail to fix a place then it shall be held at the principal office. The Annual Meeting of Members shall be for the purpose of electing Directors of the Board, reviewing By-laws, and the presentation of the Annual Report.

(A)The Clerk shall call Notice of the Annual meeting of Members or Special meeting by publication over the local Access television channels, and other electronic means no less than 10 business days before the date and shall include date, time, location, and purpose of the meeting.

(B) Any Annual Meeting of Members or Special Meeting may be adjourned from time to time. In such Event, it shall not be necessary to provide further notice of the meeting date, time, and place of the adjourned meeting if announcement of the date, time, and place of the adjourned meeting is given at the meeting so adjourned. In the event that the Board of Directors fixes a new record date for an adjourned meeting, a new Notice shall be given in the same manner as herein provided.

### Section 5. Special meeting of Members

Special meetings of Members may be called by the President or the Directors, and shall be called by the Clerk, or by any other Officer, upon written petition of the Members, on such a date, time, and location as shall be fixed by the Board of Directors. The Clerk shall cause Notice of Special meetings of Members in the same manner as subsection(A) of Section 4. Annual Meeting of Members. At any Special Meeting only the business stated in the Notice may be transacted thereat. Special meetings are subject to adjournment in the aforementioned subsection(B) of Section 4. Annual Meeting of Members.

### Section 6. Quorum of Members

Except as provided by law, ten(10) Members shall constitute a quorum at a meeting of Members for the transaction of any business. The Members present may adjourn the meeting despite the absence of a quorum.

### Section 7. Record of Members

At every Meeting of Members, there shall be a list or record of the Members present, certified by the Officer responsible for its preparation. Such record shall be the evidence of the right of the persons to vote at such a meeting.

#### Section 8. Voting

There shall be one voting class of Members, as prescribed by the Articles of Organization, and these By-laws. One Member per Comcast/Xfinity, or current provider subscriber household shall be entitled to a vote at a duly noticed meeting and count towards the quorum at such a meeting. In case of a dispute the name under which the subscription is registered shall be the only vote allowed. Absentee or proxy voting is strictly prohibited. Disputes or challenges to rights will be heard and determined by the Clerk. If the dispute directly involves the Clerk, the majority of the attending Directors shall make the determination.

#### Section 9. Regular and Executive meetings of Directors

No notice shall be required for regular meetings of the Board of Directors for which time and place have been fixed. The Board of Directors may hold Executive meetings in conjunction with Regular meetings or singularly. All Executive meetings whether a part or whole of the meeting shall state the nature of the Executive session, as described by MGL Ch30a section 21 on the agenda of the meeting.

#### Section 10. Annual Meeting of Directors

An Annual Meeting of the Directors shall be held within thirty(30) days of the Annual Meeting of Members. The time and place shall be fixed by the Board of Directors. This meeting shall be used in preparation of the Annual Meeting of Members.

(A)Written, oral, or any other method of Notice of the time, and place shall be given for Annual or Special meetings of the Directors. Notice shall be given in sufficient time for the convenient assembly of the Board. The Notice of any Annual or Special meeting of Directors need not specify the purpose of such meeting, unless otherwise specified in these By-laws.

#### Section 11. Special meetings of Directors

Special meetings of Directors shall be called by and at the discretion of the President, or by a majority of the Directors in office. Notice of Special Meetings of Directors is acceptably given in the manner prescribed in Section 10. Subsection(A).

#### Section 12. Quorum of Directors

A Majority of four(4) 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 the meeting at which a quorum is present shall be the acts of the Directors, unless otherwise noted in these by-laws. If a quorum should fail to attend, a majority of those present may adjourn the meeting without notice.

#### Section 13. Meetings open to the public

Notwithstanding the private charitable status of the Corporation, Regular meetings of the Board of Directors shall be open to the public.



## **Article X Committees**

### Section 1. Special or Ad Hoc Committees

The Board of Directors may by majority vote create such special or ad hoc committees as needed, and delegate such responsibilities to the committees as shall be considered desirable and permissible by these By-laws, and to the extent of the law, from time to time.

### Section 2. Standing Committees

The Board of Directors may designate from their number a Standing Committee. Such committees shall have authority as the Board of Directors may delegate, except to the extent prohibited by law.

## **Article XI Miscellaneous**

### Section 1. Miscellaneous Corporate Record

The Corporation shall keep at the principal office and in electronic format complete and correct records, books of account, personnel files, minutes, and agendas of the proceedings of both Members and Directors meetings, as well as a list or record containing the names and addresses of all Members.

### Section 2. Corporate Seal

The corporate seal shall be in such form prescribed by the Board of Directors.

### Section 3. Fiscal Year

The fiscal year of the Corporation shall be fixed by the Board of Directors and will end on October 31st of each year.

### Section 4. Execution of Corporate Instruments

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

### Section 5. Annual Report

The Board of Directors shall prepare an Annual Report of operations and budget which shall be presented at each Annual meeting of Members and Directors.

### Section 6. Annual Financial Review

The account books of the Corporation shall be reviewed annually by an independent certified public accountant retained by the Board of Directors and the report of such accountant shall be filed with the records of the Corporation.

#### Section 6. Non-discrimination

Selection of the Board of Directors, officers of the Corporation, Members, volunteers, and staff shall not be based on race, color, religion, national origin, ethnicity, age beyond majority, disability, sexual preference, or sex.

#### Section 7. Conflict of Interest

No Director, or officer of the Corporation may participate in the evaluation, review, and approval of any application for a grant, or any other matter in which they have a direct personal interest. All grants and other transactions shall be conducted at arm's length, and shall not violate the proscriptions in the Articles of Organization, these By-laws, or any other applicable prohibition against the Corporation's use, or application of its funds for private benefit. No such loan or transaction shall be entered into if it would result in denial of, or loss of tax-exempt status under section 501(c)(3), or other applicable sections, if any, of the code and its regulations as they now exist, or as they may be hereafter amended.

Any Director of the Board shall disclose by notice at the beginning of a program any professional monetary interests in that show's subject matter, or participants.

### **Article XII Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the 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 Law) as the Board of Directors shall determine by a majority vote. Any such assets not so disposed shall be disposed of by a Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Article XIII Indemnification of Officers and Directors**

To the fullest extent permitted by Chapter 180, section 3 of the Massachusetts General Laws as it exists or may be amended, each Officer and each Director of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which they become subject by reason of their being or having been an Officer or Director at the time of the adjudication of such claim or liability. The Corporation shall also indemnify such Officer or Director for any and all legal and other expenses reasonably incurred by them in connection with any actual or threatened action, suit, or proceeding to which they made be made a party by reason of their being or having been such an Officer or Director, whether or not they continue to be an Officer or Director at the time of incurring such expenses. No Officer or Director shall be

indemnified against any action, claim, suit, or proceeding in which they shall be finally adjudged liable by reason of their own negligence or willful misconduct; and no such Officer or Director shall be indemnified against the cost of any compromise or settlement of any such alleged claim or liability, unless said compromise or settlement shall be approved in advance by the Board of Directors.

#### **Article XIV Amendments**

These By-laws may be amended by recommendation of the Board of Directors by majority vote, followed by a  $\frac{2}{3}$  vote of the Members at the Annual Meeting of Members, or followed by a Special Meeting of the Members called for that express purpose, a quorum being present. The entire and complete wording of the proposed By-law amendment shall be provided to the Members as part of the Notice of Meeting. The proposed amendment may not be modified or altered from the floor of the meeting except to correct typographical errors, or such minor alterations.