

BY-LAWS revised September 2016

Article 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL and FISCAL YEAR

1. *Name.* The name and purposes of this Corporation shall be SOMERVILLE COMMUNITY ACCESS TELEVISION, Inc. (hereinafter in these By-Laws referred to as the "Corporation"), unless and until changed by amendment of the Articles of Organization.
2. *Purposes.* The purposes of the Corporation shall be as set forth in the Articles of Organization. Such 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.
3. *Location.* The principal office of the Corporation in the Commonwealth of Massachusetts shall be located at 90 Union Square, Somerville. The directors may change the location of the principal office effective upon filing a certificate with the Secretary of the Commonwealth.
4. *Corporate Seal.* The Directors may adopt and alter the seal of the corporation.
5. *Fiscal Year.* The fiscal year of the Corporation shall end on December 31 of each year, unless otherwise decided by the Board of Directors.

Article 2. MEMBERSHIP

1. *Eligibility.* Membership to this Corporation is open to all persons, organizations, institutions, corporations and other entities who are in harmony with its purposes, who shall abide by its By-Laws, and who contribute to the Corporation in the form of membership dues or other donations as approved by the Board of Directors and amended by the Board from time to time.
2. *Voting Members.* Voting membership is open to any member who resides in Somerville or any employee or member of an Organizational Member of the Corporation. Any person interested in becoming a voting member of the Corporation shall submit signed application, on a form approved by the Board of Directors, to the Corporation's staff.
3. *Non-voting Members.* Any person appointed to the Board of Directors shall be considered a non-voting member of the Corporation upon appointment to the Board.
4. *Categories of Membership.* The Board of Directors may from time to time create and/or dissolve categories of membership, and determine the fees, obligations, rights and benefits that apply to each category of membership.
5. *Voting Rights.* At every regular or special meeting of the membership, each voting member shall be entitled to one (1) vote on each matter submitted to a vote of the membership.

Article 3. MEETINGS OF THE MEMBERSHIP

1. *Annual Meeting.* An annual meeting of members shall be held in the month of January.
2. *Special Meetings.* A special meeting of members may be called at any time by the President or the Directors, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.
3. *Place of Meetings.* All meetings of the members shall be held at the principle office of the Corporation in Somerville, or at such other place as the Board of Directors may fix.
4. *Notice of Meetings.* A written notice of every regular or special meeting of the members shall be electronical communicated or mailed to the membership at least ten (10) days before the meeting to each member at his or her address as it appears upon the records of the Corporation. The call for the meeting shall be made by the Clerk, or in the case of his or her absence, incapacity or refusal, by any other officer, and shall state the date, hours, and purpose of the meeting, and place at which it is to be held.
5. *Quorum.* At any annual or special meeting of the members, a quorum shall consist of ten percent of the members who are entitled to vote.

Article 4. BOARD OF DIRECTORS

1. *Powers and Duties.* The affairs of the Corporation shall be managed by the Board of Directors, who shall have and may exercise all powers of the Corporation, except those powers reserved to the members by law, the Articles of Organization, or these By-Laws.
2. *Number.* The number of voting Directors shall be not greater than fifteen (15). Six (6) Directors shall be elected by and from the Corporations' voting members. A maximum of ten (10) Directors shall be appointed by the Board of Directors. Of these, at least four (4) shall represent Somerville-based non-profit or educational organizations; the Board shall give priority to Organizational Members of the Corporation when making these appointments. One (1) Director shall be appointed by the Mayor of Somerville; and approved by the Corporation's Board of Directors. This may be a member of the city's Cable Advisory Board.
3. *Non-voting, Ex-officio Members.* The Board or the membership may from time to time designate other persons, including the person serving as Director of the Somerville Office of Communications, to serve as non-voting, ex-officio members of the Board.
4. *Voting.* Each voting Director shall have one (1) vote. The President may call for a roll call vote and vote last.
5. *Term of Office.* The term of each Director shall be three (3) years. No member of the Board of Directors shall serve more than two (2) consecutive terms, and no one shall

serve more than three (3) terms within any ten (10) year period.

6. *Resignation or Removal.* A Director may resign by delivering his or her written resignation to the Corporation at its principal office or to the President of the Board, or by presenting his or her resignation in person at a Board meeting. Such resignation shall be effective upon its acceptance by the Board of Directors and the election or appointment of his or her successor.

Any Director who fails to attend two (2) consecutive regularly scheduled Board meetings without notice to the President or the Executive Director may be removed from the Board of Directors at a regular or special meeting of the Board of Directors.

Any Director may be suspended or removed by a vote of the majority of the voting Directors then in office.

Any Director proposed to be removed shall be entitled to at least ten (10) days' notice in writing by electronic notification or mail of the Board meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the Board at such meeting prior to such vote for removal taking place.

7. *Vacancies.* Any vacancy on the Board of Directors arising at any time and from any cause may be filled for the unexpired term. Vacancies of elected Directors shall be replaced by election of the members. Vacancies of appointed Directors shall be replaced by appointment of the Board. Vacancy of the mayorally appointed Director shall be replaced by appointment of the Mayor and approved by the Board of Directors.
8. *Disqualification.* No consultant for the Corporation or member of the Corporation's staff shall serve on the Board of Directors. No Director may apply for a staff position without first resigning from the Board. A ninety (90) day wait period will be enacted between resignation and application for a position within the Corporation. No former consultant for the Corporation or former member of the Corporation's staff may serve on the Board of Directors for one year from ending paid service or leaving employment.
9. *Compensation.* No member of the Board of Directors shall be compensated for his or her services as a Director. The Corporation may reimburse any Director for necessary expenses incurred in the execution of his or her Board duties and responsibilities.

Article 5. MEETINGS OF THE BOARD OF DIRECTORS

1. *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 five (5) regular meetings of the Directors per year. All regular meetings shall be open to the general public.
2. *Special 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 or such other means as designated by the

Board of Directors.

3. *Executive Session.* The Board of Directors may go into Executive Session by a majority vote of members present.
4. *Quorum.* A majority of the voting Directors currently in office shall constitute a quorum for the transaction of business.
5. *Participation by Telephone or Written Proxy.* Any Director unable to attend a regular or special Board meeting in person may, at his or her own expense, participate by telephone or other modes of electronic communication. Any absent Director may submit a written proxy delegating permission to another Director to vote on his or her behalf on previously circulated motions only.

Article 6. **OFFICERS**

1. *Officers.* The Officers of the Corporation shall include a President, Vice-President, Treasurer, and Clerk. All Officers shall be elected by the Board of Directors from among its voting members at the first meeting of the new Year after the Annual Meeting of the Corporation.
2. *President.* The President shall chair all meetings of the Corporation, act as the principal advisor by which the Corporation can accomplish its business, and be familiar with all phases of activity within the Corporation.
3. *Vice-President.* The Vice-President shall perform all functions and assume all responsibilities of the President when the President is unable to do so.
4. *Treasurer.* The Treasurer shall serve as the chief financial officer and shall advise and oversee the books and records of the Corporation.
5. *Clerk.* The Clerk shall record, prepare, maintain and disseminate minutes of the meetings, and perform any other duties required by these By-Laws.
6. *Election and Tenure of Officers.* Each Officer shall be elected annually at the February Board meeting following the annual meeting of the members, and shall hold office until the annual meeting of members and until his or her successor is chosen, unless a shorter period has been specified by the terms of his or her election or appointment, or until he or she sooner resigns, is removed or becomes disqualified, or rotates off the Board.
7. *Resignation or Removal.* Any Officer may resign by delivering his or her written resignation to the Corporation at its principal office, or by announcing his or her resignation in person at a Board meeting. Such resignation shall be effective upon its acceptance by the Board. The Board of Directors may remove any Officer from office by a two-thirds (2/3) vote whenever, in their judgment, the best interests of the Corporation will thereby be served.
8. *Vacancies.* If any office becomes vacant, the Board of Directors shall appoint a successor to complete the term of the vacant office.

Article 7. COMMITTEES OF THE BOARD

1. *Executive Committee.* The Executive Committee shall consist of the Officers of the Corporation. The Board may at times give the Executive Committee the power to make decisions when no regular Board meeting is scheduled through written notice.
2. *Finance Committee:* Please see Article 10 Sections A & B.
3. *Personnel Committee.* The President shall convene a Personnel Committee when necessary. Members of this committee shall be appointed by the President, from the Board. When a vacancy occurs in the position of Executive Director, the Personnel Committee will conduct a search and submit names of qualified candidates to the Board. The committee shall negotiate contract terms with the Executive Director and present these to the Board for approval. As necessary, the Personnel Committee will review and amend the Personnel Policies of the Corporation and rule on grievances of staff as outlined in the Personnel Policies.
4. *Other Committees.* The Board of Directors may create and dissolve other standing or temporary committees as required. The Board shall define the objectives, duties and rights of these committees, establish criteria for their membership, and grant them powers subject to their compliance with the Articles of Organization and these By- Laws.

Article 8. PARLIAMENTARY AUTHORITY

1. Robert's Rules of Order, Newly Revised shall serve as Parliamentary Authority at all meetings.

Article 9. EXECUTIVE DIRECTOR

1. *Executive Director.* The Board of Directors may appoint 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, and shall have such additional authority and duties as the Board of Directors may from time to time prescribe. The Executive Director shall hire and fire and supervise the daily operations of the employees of the Corporation, and set staff salaries within the parameters set by the Board of Directors in its annual budget process. In the execution of the Executive Director's duties, he or she 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 a contract with the Executive Director specifying salary, initial term of service, renewal, and other provisions as appropriate.

The Executive Director shall attend all meetings of the Board unless instructed otherwise or excused by the Board. He or she shall not be a member of the Board of Directors or an Officer of the Corporation.

The Executive Director shall serve as chief facilitator of the public access channel.

Article 10. FINANCIAL POLICIES

Finance Committee

- A. The Finance Committee shall review the annual financial statements, approve annual audit reports, and recommend to the Board the selection of and fees to be paid to accountants for the Corporation. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether the Corporation is meeting its projected budget, on the scope and adequacy of the audits and to continually monitor and report to the Board of Directors on the effectiveness and adequacy of the Corporation's internal accounting controls. The Executive Director shall develop and present to the Finance Committee the Annual Budget. The Finance Committee shall review and approve the annual budget and recommend its ratification to the Board of Directors. The Finance Committee shall regularly monitor and report on the Corporation's expenses and income.
- B. The Finance Committee shall work with the Executive Director to recommend to the Board of Directors investment strategies and instruments. The Finance Committee will review other sources of funding as part of annual financial review and will present concerns and recommendations to the Board of Directors in order to remain within budget constraints.

In recognition of the Board of Director's fiduciary responsibilities and in an effort to provide full financial transparency, Management and the Finance Committee have instituted the following policies and procedures.

Board of Directors:

The Corporation shall comply with all laws and regulations.

A Board member of the Corporation who has any financial involvement whatsoever with the Corporation shall declare and make full disclosure of such dealings with the Corporation.

Any Board member who has any financial interest in, or any dealings with, a company with which the Corporation may do business, must disclose such relationship and abstain from any votes regarding such business.

No member of the Board of Directors, nor any staff person of the Corporation, may make use of the Corporations equipment or facilities resulting in personal financial remuneration unless the Corporation is paid a rental fee or the use results in programming for the channel.

Finance Committee:

The Finance Committee will meet at least quarterly to discuss the Corporation's financials, including specific budget issues. The Treasurer and President of the Board are required to sit on the Finance Committee.

Management will develop an Annual Budget for review and approval by the Finance Committee:

- Management shall make every effort to involve other Board Committees in assigning budget amounts to relevant accounts;
- Management shall prepare a Detailed Annual Budget - the Summary shall be presented for approval by the Board of Directors and placed in the Public File.

Recommendations for expenditures from any Board Committee that are within the Approved Annual Budget, need not be approved by the Finance Committee.

Any expenditure exceeding \$2,500, that is outside of the approved Annual Budget, shall require prior approval of the Finance Committee.

With approval from the Board, Management may open and maintain a Line of Credit on favorable terms (Prime Plus One or better) with a local banking institution. Such Line of Credit will only be drawn down in time of need, and only if verifiable receivables exist. The Finance Committee will be notified prior of any new account or draw down.

Management may open a credit card account for purchases within the approved budget. Card balances will be paid off each billing cycle.

Management and the Corporation's Day-to-Day Operations

Management will generate a detailed Master Chart of Accounts for the tracking of all payables and receivables of the Corporation.

The Executive Director of the Corporation shall be covered by at least a \$50,000 bond.

The Corporation's day-to-day financial operations shall be compiled in the office on the cash basis.

No transactions will be "back-dated" after the close of a quarter, without full disclosure.

Petty cash will be maintained in the office in an amount not to exceed \$250. The Petty Cash Account will be summarized at least quarterly with all receipts and disbursement forms attached. Disbursements will be debited to the appropriate accounts and the Petty Cash Account will net/net and remain at \$0.

Payroll will be maintained on a summary basis with separate, private timesheet reports.

All bank accounts will be reconciled monthly and compiled in separate files including all canceled checks and deposit records.

All deposits will be tracked by maintaining copies of deposit slips, checks and bank deposit receipts.

Purchasing

Any item to be purchased by The Corporation which exceeds \$5,000, including professional services, requires that Management investigate at least 3 different sources if possible, for such products or services. The Management will provide written recommendation to the Board's Finance and Executive Committees. The Finance Committee will in its discretion make that selection.

A Purchase Tracking System will be established:

- Copy of Purchase Documentation submitted to management by staff person making purchase, detailing vendor information, cost, delivery date, etc.;
- Upon delivery, items immediately inspected by purchaser, with packing list verified and submitted;
- Vendor Invoice compared to packing lists.

Copies of all Payables and Receivables documentation will be submitted for Audit review. Each fiscal year's documentation will be kept for seven (7) years.

Any expenditure by check over \$5,000 requires a second authorized signature.

Any product purchased by The Corporation which exceeds \$500 in value shall be capitalized and depreciated.

Reporting

All donations and grants will be listed and tracked. The Executive Director will report any grant income to the Board of Directors through their monthly ED Report. Every donor will receive a thank you note from Management. Donations over \$500 will be publicly acknowledged in The Corporation's media.

Any donation, grant or gift *earmarked for a specific activity* will be tracked and reported on in a separate Restricted Fund Account. Detailed follow-up, including evaluation, will be sent to all substantial donors.

The Corporation's financial activities shall be reported to the Finance Committee quarterly, in the form of Compilation Reports. After Finance Committee review, the Quarterly Compilation will be presented at a meeting of the Board of Directors for review and ratification.

A Financial Audit will be conducted annually and presented to the Finance Committee for review. After Finance Committee review, the Audit will be presented at a meeting of the Board of Directors for review and ratification.

A copy of all quarterly financial Compilation Reports and Annual Financial Audits shall be maintained in the Corporation's Public File.

Article 11. INDEMNIFICATION

1. *Indemnification.* The Corporation shall, to the extent legally permissible, indemnify each of its Directors against all liabilities, counsel fees and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, that he or she reasonably incurs in connection with the defense or disposition of any action, suit or other civil or criminal proceedings in which he or she may be involved or with which he or she may be threatened by reason of being or having been a Director, except with respect to any matter in which he or she is 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.

The rights of indemnification hereby provided shall not be exclusive of or affect any other rights to indemnification to which corporate personnel may be entitled by law.

Article 12. LIQUIDATION OR DISSOLUTION

1. *Liquidation or Dissolution.* In the event of the liquidation or dissolution of the Corporation, no Director 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 tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue laws.

Article 13. AMENDMENTS

1. *Amendments.* Any part or all of these By-Laws may be altered, amended, or repealed by a two-thirds (2/3) vote of the Board of Directors present at a regular or special Board meeting duly called for that purpose, provided that notice of the substance of the proposed alteration, amendment or repeal shall be stated in a notice for such meeting mailed to the Board and posted at the principal location of the Corporation for review by the members no less than seven (7) days before such meeting.