

**BY-LAWS OF**  
**FRANKLIN COMMUNITY CABLE ACCESS, INC.**

**Article I: Name**

The name of this corporation shall be FRANKLIN COMMUNITY CABLE ACCESS, INC. (hereinafter in these By-Laws also referred to as the "Corporation"), unless and until changed by amendment of the Articles of Organization.

**Article II: Purposes**

The purposes of Corporation shall be exclusively charitable, scientific and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding section of any future federal tax code, including without limitation, to:

(1) Develop and operate a Public, Educational and Governmental ("PEG") access operation and program for residents and organizations in the Town of Franklin, including for the Town of Franklin (municipal corporation), which shall include: (i) assisting residents and persons associated with a Town of Franklin organization in the production and cablecasting of PEG Access programming; (ii) producing and/or cablecasting PEG access programming; and (iii) providing access to existing and future communications media, used in the production and/or cablecasting of PEG access programming.

(2) Oversee the purchase, lease and/or development of a PEG access facility/studio and the purchase and/or lease of equipment for PEG Access for use by Franklin residents and by businesses employees of, corporations, organizations, institutions and other entities located in the Town of Franklin (hereinafter also referred to as "residents and organizations") in accordance with the Articles of Organization, these By-Laws and rules and regulations developed by the Corporation and applicable law.

(3) Apply for and to receive contributions, grants, donations, and loans of all types from individuals, organizations, public and private corporations, and government entities, and/or others to support the purposes set forth in the Articles of Organization and these By-Laws, and to comply with all lawful terms and conditions entered into in consideration for such contributions, grants, donations and loans, including, but not limited to those terms and conditions contained in any agreement(s) with the Town of Franklin.

(4) Allocate channel space and channel time to residents and organizations, and ensure overall access to the Corporation's facilities on a non-discriminatory basis. Provide for the cablecasting/playback of programs on the PEG Access channels and for the innovative use of said access channels and other forms of communications media.

(5) Serving access viewers and users with programs reflecting the activities, concerns, and interests of the residents of the Town in a manner that promotes a free exchange of ideas and information.

(6) Provide training to residents and organizations in the use of access facilities and PEG access channels and to encourage the use of said facilities and channels.

(7) Provide technical assistance, pre-production, production, and post-production services to PEG access users.

(8) Establish rules, procedures and guidelines for the use of PEG access channels and facilities.

(9) Distribute PEG programming, by cablecasting, broadcasting, or by any other means, within and/or outside of the Town of Franklin.

(10) Conduct public information, educational, cultural and social activities to foster PEG access and programming.

(11) Provide financial, technical and other assistance for PEG access programming and other non-profit uses of the cable system(s).

(12) Provide promotion, fundraising, outreach and other support services in the furtherance of the purposes of the Corporation, and develop a group of volunteers to create community-based PEG access programming and to assist others in the furtherance of the purposes set forth herein.

(13) Determine, conduct, administer and/or support, in any lawful manner, such other tasks relating to the foregoing charitable and educational purposes, including, but not limited to, the operation, scheduling, and/or management of the PEG access channels, facilities and equipment or other information and/or telecommunications services, including Internet or information services, as appropriate and/or necessary, and to do so in compliance with the restrictions required under federal law and regulations for an organization recognized as a Section 501(c)(3) organization.

### **Article III: Members**

#### **Section 1. Class or Classes of Membership**

The Corporation shall initially have one class of voting Members which shall not be limited as to numbers, and 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.

#### **Section 2. Eligibility for Membership**

(a) All residents of the Town of Franklin and all businesses, corporations, organizations, institutions and other entities which are located in the Town and who substantially subscribe to the purposes of the Corporation shall be eligible to election to membership in the Corporation upon completion of a written application on a form approved by the Board of Directors and upon compliance with reasonable conditions, consistent with the Articles of Incorporation and these By-Laws, as may be prescribed by the Board of Directors.

(b) All persons serving on the Board of Directors shall become Members of the Corporation upon election to the Board.

#### **Section 3. Evidence of Membership**

The Clerk shall issue each new Member a card or certificate evidencing membership in the Corporation and any other relevant information.

#### **Section 4. Dues/Service Requirements and Terms of Membership**

The Board of Directors may establish reasonable annual dues and/or service requirements for Members and types of Members and specify requirements of membership. Any annual membership dues shall provide for student and senior membership at a reduced membership dues amount. Annual membership dues shall be no greater than the such dues generally charged by other access corporations in the Commonwealth of Massachusetts serving communities similar to the Town of Franklin.

#### **Section 5. Transfer and Revocation of Membership**

(a) No membership or right arising from membership shall be transferable unless otherwise authorized for good cause by the Board of Directors.

(b) Upon written petition submitted and signed by at least five (5) members of the Board of Directors, the Board of Directors shall consider the revocation of membership for any current Member of the Corporation. The Board of Directors may remove, for cause, from membership any person or organization by the vote of seven (7) Directors, when in their judgment the interests of the Corporation require such revocation of membership. A person so removed shall forfeit his or her membership card or certificate.

(c) Nothing herein shall prohibit or restrict the right of the Corporation, through its designated authority, to revoke or suspend the right of a member to use the Corporation's facilities or equipment in a manner consistent with the intent of these Bylaws.

#### **Section 6. Voting Rights**

At every regular or special meeting of the Members, each member authorized to vote shall be entitled to one (1) vote, in person, on each matter submitted to a vote of the Members. Organizational Members (businesses, corporations, organizations, institutions and other entities) shall designate, in writing, one person to vote on behalf of the organization. Every voting designation by an organization shall be executed in writing and shall be filed with the Clerk of the Corporation prior to the exercise thereof.

#### **Section 7. Compensation**

A Member shall not be entitled to compensation for his or her service as a Member.

#### **Article IV. Meetings of the Corporation (Members)**

##### **Section 1. Annual Meeting**

An annual meeting of the membership shall be held on the second Tuesday in June at 7:00 P.M. at the principal office of the Corporation, or at such other time and place as the Board of Directors shall from time to time designate. At such time, the Members may transact such business as may be done in accordance with law, the Articles of Organization of the Corporation and these By-Laws.

##### **Section 2. Special Meetings**

A special meeting of the Corporation may be called at any time by a majority of the Board of Directors, or by receipt by the Clerk of the Corporation of a written request by one-third of the Members of the Corporation. Special meetings shall be convened not less than ten (10) days or more than forty-five (45) days after being called and noticed

##### **Section 3. Place for Meetings**

All meetings of the Corporation shall be held at the principal office of the Corporation or at such other place(s) within the Town of Franklin as the Board of Directors may fix from time to time, or in the event of a special meeting, at such place as the Clerk of the Corporation may designate.

##### **Section 4. Notice of Meetings**

(a) Notice of the Annual Meeting shall be given to each Member at least thirty (30) days prior to the said Annual Meeting. Notice of a special meeting of the Members shall be given at least ten (10) days prior to the scheduled date of the meeting. Said notice shall be in writing. In lieu of written notice, notice may be given by electronic mail to any member who has provided an e-mail address to the Clerk of the Corporation. If applicable for the Annual Meeting that year, the notice shall state that nominations for the director position(s) elected by the Membership will be accepted pursuant to Section 15 of this Article V, by submitting the name of a nominee in writing to the Clerk, no later than seven (7) days prior to the Annual Meeting or by nomination from the floor of the Annual Meeting made and seconded by no less than three (3) voting Members.

(b) Notice of a regular or special meeting of the Members shall also be given on the public access channel for each day of the respective minimum notice period referenced in Subparagraph (a) above.

##### **Section 5. Waiver of Notice or Consent by Attendance**

(a) Notice of a meeting may be waived by written waiver of a Member or their agent before or after the meeting. A waiver of notice need not specify the purposes of the meeting or reasons for such a waiver.

(b) Except as provided in Section 6 below, Members' attendance at a meeting shall constitute a waiver of notice of the meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not legally called or convened. However, attendance at the meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

##### **Section 6. Notice of Certain Agenda Items**

Approval by the Members of any of the following proposals other than by unanimous approval by those entitled to vote is valid only if the notice states such actions are to be considered or all Members entitled to vote waive notice and/or consent by their attendance:

- (1) Amending the Articles of Incorporation or the By-Laws.

##### **Section 7. Quorum**

(a) A duly called regular or special meeting of the Members shall not be organized for the transaction of business unless a quorum of ten percent (10%) of the membership or fifteen (15) members, whichever is less, is present at such meeting. This minimum quorum requirement shall not be applicable for the first year of the Corporation's existence.

(b) 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, so long as the subject of any action taken was included in the notice of the meeting.

#### Section 8. Adjournment and Notice of Adjourned Meetings

Any regular or special meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members present at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date of the notice of the meeting, is entitled to vote at each meeting. At the adjourned meeting, the Members may transact any business that might have been transacted at the original meeting.

#### Section 9. Presiding Officers

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. In the absence of the President, the Vice President shall preside, and in the absence of the Vice President the Treasurer shall designate a member(s) of the Board of Directors to so preside and/or record minutes. The Treasurer may so appoint himself or herself to such function.

#### Section 10. Voting - Generally

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Members. Voting shall be by a show of hands or ballot. A secret ballot shall be conducted if requested by no less than a majority of the Members voting on a motion for a secret ballot. (See Article III, Section 6, above.)

#### Section 11. Quantum of Vote

If a quorum is present, the affirmative vote of a majority of the Members represented at the meeting entitled to vote and voting on any matter shall be the act of the Members, unless the vote of a greater number is required by the Articles of Incorporation or these By-Laws.

#### Section 12. Meetings of Members Open to the Public

Meetings of the Members of the Corporation shall be open to the public. By majority vote, however, the Members may vote to close the meeting if the Meeting deems closure of all or some of the meeting to be in the best interest of the Corporation. The Corporation is not a governmental body and is not subject to M.G.L. c.30A, secs. 18-25 (the "Open Meeting Law").

#### Section 13. Record Date for Notice and Voting

- (a) The record date for determining Members entitled to receive notice of a meeting of Members shall be the business day on which notice is given, or if notice is waived, the business day preceding the day on which the meeting is held.
- (b) The record date for determining Members entitled to vote at a meeting of Members shall be the business day the notice of the meeting was given.

#### Section 14. Proxy Voting Permitted

There shall be no voting or other action by proxy, except that any organizational member may, by the organization filing written notice with the Clerk of the Corporation, designate a person to exercise the vote of that organization. Such designated person must also be a member of the organization.

#### Section 15. Election of Director by the Membership

- (a) Members shall be notified by the Clerk of the election of a director by the Membership at the Annual Meeting. Said notice shall be in accordance with the notice provisions of Section 4 of this Article IV.
- (b) Any eligible voting Member may be nominated for election to the position of Director by:
  - (i) Written notification to the Clerk no later than seven (7) days prior to Annual Meeting; or
  - (ii) By nomination from the floor of the Annual Meeting made and seconded by no less than three (3) eligible voting members.

## **Article V: Board of Directors**

### Section 1. Powers and Duties

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. The Board shall have full authority with respect to the distribution and payment of the moneys 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.

### Section 2. Number of Directors/Eligibility/Election/Term Limits

- (a) The number of Directors shall be seven (7).
- (b) All initial members of the Board of Directors (initial members) shall be appointed by the incorporators of the Corporation.
- (c) All residents of the Town and any person associated with a business, corporation, organization, institution and other entity which is/are located in the Town, provided however, that the representative of the stated entities shall also be a resident of the Town, shall be eligible to be a Director. Questions concerning eligibility shall be determined by the Board of Directors holding office prior to appointment or election concerned.
- (d) A Director need not be a member of the Corporation prior to their appointment or election to the Board of Directors.
- (e) The initial Directors shall be appointed for a term lasting to the end of the Annual Meeting of 2012 or until successor Directors are appointed/elected as provided for in Section 2.
- (f) The successor Directors to the initial Directors shall be selected as follows
  - (i) Two Directors shall be appointed by the then current Board of Directors. The initial terms shall be as follows: two (2) two-year terms..
  - (ii) Two Directors shall be appointed by the Town Council. The initial terms shall be as follows: two (2) three-year terms.
  - (iii) One Director shall be appointed by the School Committee for an initial term of one (1) year.
  - (iv) Two Directors shall be elected by the Membership. The initial term of the Directors elected by the membership shall be as follows: Two (2) one-year terms.
- (g) After the selection/election of Directors as provided for in Section 2(f) above, all Director Positions shall thereafter be selected by the same respective entities, each for a term of three (3) years.
- (h) Each Director shall, absent resignation, or removal, continue in office until the expiration of the term for which he or she is elected or appointed, or until his or her successor shall have been elected and qualified, whichever is later.
- (i) No Director shall be appointed or elected to serve more than three (3) consecutive three-year terms by the same appointing or electing authority (i.e. by the Board of Directors, the Town Council, the School Committee or the Membership).

### Section 3. Organizational Meeting

Within thirty (30) days after each annual election of Directors, the Board shall hold a regular meeting for purposes of organization, election of officers, appointment, and transaction of other business. Notice of this meeting shall state that it is the Organizational Meeting.

### Section 4. Resignation and Removal

- (a) A Director may resign by delivering his or her written resignation to the Corporation at its principal office or to any Corporation officer. Such resignation shall be effective upon its acceptance by the Board of Directors.
- (b) Any Director who ceases to be a resident of the Town or associated with a business, corporation, organization, institution and other entity which is located in the Town shall resign as set forth in (a) above.
- (c) Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without sufficient reason shall be deemed to have resigned from the Board of Directors.
- (d) A Director may be removed from office with a two-thirds affirmative vote of the full membership of the Board of Directors when in their judgment the best interest of the Corporation will be served thereby. (A vote of six (6) members of the Board of Directors.) 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 his/her residence, 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.
- (e) Any Director proposed to be removed shall be entitled to at least fourteen (14) 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. The reason(s) for removal shall be provided, in writing, to the removed Director.

#### Section 5. Vacancies

(a) In the event of any vacancy(ies) the continuing Directors may act despite said vacancy(ies) and shall be deemed to constitute a full Board for all purposes.

(b) Any vacancy in the Board of Directors arising at any time and from any cause may be filled for the unexpired term by a nomination from the same entity that appointed or elected the Director whose vacancy is being filled. A replacement Director shall serve until the end of the unexpired term of the person whose absence caused the vacancy to exist.

#### Section 6. Conflict of Interest - Participation and Voting

(a) The purpose of these conflict of interest provisions are to protect the Corporation's interests when respect to a particular matter, the private interest of a Director might also be at involved or otherwise at issue. These By-Law provisions are intended to supplement, but not replace any applicable state and federal laws and regulations applicable to nonprofit and charitable organizations.

(b) No member of the Board of Directors may participate or vote on any particular matter in which said Director, or they or their immediate family member, partner, a business organization in which they are serving as an officer, director, trustee, partner or employee, or any person or organization with whom they are negotiating or has an arrangement concerning prospective employment, has a financial interest or other conflict of interest. For purposes of this Section 7, "immediate family member" includes the spouse, parents, children, and brothers and sisters of the individual or their spouse.

(c) Any determination as to whether a potential or actual conflict of interest exists, including if and when such determination is sought by the Director with the potential or actual conflict, shall be made by the Board of Directors, without the participation of the Director whose potential conflict is at issue.

(d) If the Board of Directors has reasonable cause to believe a Director has a conflict or potential conflict of interest, which said Director has failed to disclose, and said Director has participated in a particular matter which the alleged conflict of interest or potential conflict of interest was alleged to have been present or otherwise seeks to participate in a particular matter in which such circumstances are alleged to be present, the Board shall inform the Director of the basis for such belief and afford the Director an opportunity to be heard regarding the particular matter. If the Board of Directors determines that a conflict of interest or potential conflict of interest existed, does exist or will exist, the Board shall so advise the Director and/or, as appropriate, take such action as is warranted, including appropriate disciplinary action, if so warranted.

#### Section 7. Compensation

(a) Directors shall receive no compensation for their services provided as Directors, however, a Director may be reimbursed for reasonable and necessary expenses incurred. The rules and procedures for such reimbursement shall be established by the Board of Directors, provided that reimbursement for such expenses over Two Hundred Dollars (\$200) shall require the prior approval of the Board of Directors or the President.

(b) A Director shall not be precluded from serving the Corporation in any other capacity, however no Director shall be eligible to be compensated for any services, although they may be reimbursed for reasonable and necessary expenses incurred, as provided in Section 7(a) above.

### **Article VI: Meetings of the Board of Directors**

#### Section 1. Regular Meetings

Regular meetings of the Board of Directors for the transaction of such business as may be done in accordance with the law, the Articles of Organization of the Corporation and these By-Laws shall be held at such times as the Board of Directors may fix from time to time, but in no event less than once every two (2) months during the first year of the Corporation.

#### Section 2. Special Meetings

Special meetings of the Directors may be called by the President (or in the Presidents absence, by the Vice President or the Treasurer) or by two (2) or more of the Directors then in office, and shall be held at such time and for such purposes as may be specified in the call for said meeting, with reasonable notice given to each Director as provided in Section 3 below.



### Section 3. Emergency Meetings

(a) Emergency meetings of the Directors may be called by the President (or in the President's absence, by the Vice President or the Treasurer) or by two (2) or more of the Directors then in office, but only if the Executive Director or the 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.

(b) 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).

### Section 4. Notice of Meetings

(a) Written notice of regular meetings of Directors shall be given to each Director at least fourteen (14) days prior to the day fixed for such meeting and posted by the Clerk on the public access channel managed by the Corporation.

(b) Written notice of special meetings of the Directors, stating the time, place and purpose of the meeting shall be given to each Director at least five (5) days prior to the day fixed for such meeting, unless the party or parties calling for said meeting designates said meeting to be an emergency meeting.

(c) Notice of an emergency meeting shall be given as soon as reasonably possible. Notice for an emergency meeting shall be by telephone and e-mail. The reasons for the emergency shall be submitted in writing to the Clerk of the Corporation by the party or parties calling said meeting, at or before the emergency meeting.

(d) Notice of regular meetings of the Directors 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, if available, at the request by such person or persons calling the meeting.

(e) Notice of a regular or special meeting of the Directors shall also be given on the public access channel managed by the Corporation.

(f) When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

(g) In lieu of written notice, notice may be given by electronic mail to any member who has provided an e-mail address to the Clerk of the Corporation.

(h) Whenever a vote requiring more than a simple majority is anticipated, the subject of said vote shall be included in the meeting notice.

### Section 5. Waiver of Notice

(a) Notice of a meeting may be waived by written waiver of a Director or their agent before or after the meeting.

(b) A Director's attendance at a meeting shall constitute a waiver of notice of the meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not legally called or convened. However, attendance at the meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

### Section 6. Quorum

A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business.

### Section 7. Meetings Open to the Public

Meetings of the Board of Directors may 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. Meetings of the Board that are in closed session (to discuss, e.g. contract negotiations, employment matters, legal concerns etc.) shall not be open to the public. The Corporation is not a governmental body and is not subject to M.G.L. c. 30A, secs. 18-25 ("Open Meeting Law"), but will strive to meet the intent of that law.

### Section 8. 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, the Articles of Organization or these By-Laws. There shall be no vote by proxy.

## **Article VII: Officers**

### **Section 1. Officers**

The officers of the Corporation shall include a President, Vice-President, a Clerk, and a Treasurer, and such other officers as deemed necessary by the Board of Directors. Other officers shall have Such powers as may be designated from time to time by the Board. All officers shall be elected by the Board of Directors from the members of the Board of Directors. No person shall hold more than one office at any one time, except for a temporary appointment not to exceed ninety (90) days.

### **Section 2. Duties of President**

The President shall be the chief executive officer of the Corporation. The President shall make a report on the affairs of the Corporation at each meeting of the Directors, and shall see that all orders and resolutions of the Members and Directors are carried into effect; subject, however, to the right of Members or the Directors to delegate to any other person any specific delegable duties. The President shall execute in the name of the Corporation all documents as required by these Bylaws and, when necessary or proper, shall affix thereto the corporate seal. The President shall be an ex-officio member of all committees and shall perform such other duties as are usually incidental to his or her office or may be required by the Directors. The President shall be the Chairperson of the Board of Directors, unless otherwise unavailable.

### **Section 3. Duties of Vice President**

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 By-Laws, 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, the Treasurer shall fulfill the aforesaid duties of the President.

### **Section 4. Duties of the Clerk**

(a) The Clerk shall issue notices of Directors' and Membership meetings as set forth in these By-Laws, shall attend and keep the minutes of the same in suitable minute books, shall attest the signing and sealing by the President and/or Treasurer of all instruments requiring signature and/or the corporate seal, shall maintain a record of the Corporation's membership, shall give, or cause to be given, notice of all meetings of the Corporation as required by these By-Laws, and shall do such other things as may be required by law, and shall perform such other duties as are usually incidental to his or her office or as may be required by the Directors.

(b) In the event there is no Clerk or he or she is absent, the Board of Directors may designate an Assistant Clerk to perform the duties of the Clerk until such time as the Clerk can resume the duties.

### **Section 5. Duties of the Treasurer**

(a) The Treasurer of the Corporation shall be the chief financial officer and shall have custody and control of all funds and valuables of the Corporation. The Treasurer shall receive the funds of the Corporation and shall make disbursements therefrom, subject to Section 5(b) immediately below, and Article XII, Section 4, and shall keep regular books of account showing receipts and disbursements, and shall submit a monthly financial statement and an annual audited statement of all such receipts and disbursements to the Board of Directors for their examination and approval. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall deposit in the name of the Corporation all monies and valuables of the Corporation with a depository or depositories designated by the Board of Directors. With authorization by the Board of Directors, the Treasurer shall also perform the duties of the President in the absence or incapacity of both the President and Vice-President. The Treasurer shall also perform such other duties as are incident to his or her office or as may be required by the Directors. The Board of Directors may hire a company to keep its books and do all the detailed accounting. The Treasurer shall also be responsible for securing insurance bids.

(b) Disbursement of One Thousand Dollars or greater shall be co-signed by the President.

### **Section 6. Election of Officers/Terms**

(a) The initial officers shall be chosen by the individuals appointed to be the Board of Directors pursuant to Article V, Section 2, above. Thereafter, each officer of the Corporation shall be elected by the Board of Directors at the organizational meeting following the respective Annual Meeting and shall hold office until the next organizational meeting or special meeting held in place thereof or until his or her successor is chosen and qualified, whichever is later, subject to resignation or removal, discussed below.

(b) The term of office for each office shall be two (2) years.

(c) No person shall serve more than three (3) consecutive terms as President, Vice President, or Clerk. No person shall serve as Treasurer for more than two (2) consecutive terms.



#### Section 7. Resignation or Removal

(a) Any officer may resign by delivering his or her written resignation to the Corporation at its principal office or to any other officer. Such resignation shall be effective upon its acceptance by the Board of Directors.

(b) An officer may be removed from office by a two-thirds affirmative vote of the full membership of the Board of Directors. (A vote of six (6) members of the Board of Directors) at a regular or special meeting of the Board of Directors for which notice of said possible removal is provided, when in their judgment the best interest of the Corporation will be served thereby.

(c) Any Officer proposed to be removed shall be entitled to at least fourteen (14) 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.

#### Section 8. Vacancies

A vacancy in any duly constituted office may be filled by majority vote of the Board of Directors whenever it occurs. The person filling any vacancy shall complete the term of the officer he or she is replacing.

#### Section 9. Conflict of Interest

See Article V, Section 6 of these Bylaws.

#### Section 10. Compensation

The provisions of Article V, Section 7 shall also apply to officers of the Corporation.

#### Article VIII: Committees

##### Section 1. Standing Committees

The Board of Directors may, in its sole discretion, form standing or special committees.

##### Section 2. Appointment and Functions of Committees

The Board of Directors shall appoint the chairpersons and members of any committees. The chairperson of each committee shall be a member of the Board of Directors. All recommendations and policies developed by a Committee are subject to approval by the Board of Directors.

#### **Article IX: Executive Director and Staff**

(a) 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 or similar position (hereinafter referred to as an "Executive Director"). All hiring, other than the hiring for the position of Executive Director, shall be by the Executive Director. The Executive Director shall have the authority and responsibility to manage and operate the day-to-day operations of the Corporation, in accordance with the general policies and directions specified by the Board of Directors, and shall supervise the daily operations of the other employees 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 through the President of the Corporation or his/her designee. The Executive Director shall report to and be directly responsible to the President of the Corporation.

(b) 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 the job description, salary, terms of service, and other provisions as appropriate.

(c) The Executive Director shall not be a member of the Board of Directors, nor shall he or she be an officer of the Corporation during said employment as Executive Director.

#### **Article X: Indemnification**

(a) The Corporation shall, to the extent legally permissible pursuant to the Massachusetts General Laws, including Chapter 180, Section 3 of said laws, 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, reasonable 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, whether or not said he or she is continues to be a director or officer at the time of adjudication or settlement of such claim or liability; provided, however, that as to any matter to be or otherwise disposed of by a compromise settlement or payment, no indemnification either for said settlement or payment or for any other expenses shall be provided unless such person shall be found to have acted in the reasonable belief that his or her action was in the best interest of the Corporation, after notice that the matter involves such indemnification:

(i) by a disinterested majority of the Directors then in office and entitled to vote; or

(ii) by a majority of the disinterested Directors then in office after the Corporation has obtained, at the request of a majority said disinterested Directors, an opinion in writing from independent legal counsel, other than counsel to the Corporation, 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.

(b) 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 pursuant to these By-Laws or Chapter 180 of the Massachusetts General Laws.

(c) The right of indemnification hereby provided shall not be exclusive of or affect any other rights to indemnification to which corporate personnel, other than directors and officers, may be entitled by contract or otherwise under law.

(d) This Article shall not limit the authority of the Board of Directors to authorize the purchase and maintenance of insurance on behalf of any Director, officer, committee member, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify said Director, officer, committee member, employee or agent against such liability under this Section.

#### **Article XI: Liquidation or Dissolution**

(a) Dissolution of the Corporation shall require the affirmative vote a two-thirds affirmative vote of the full membership of the Board of Directors. (A vote of six (6) members of the Board of Directors) at a regular meeting of the Board of Directors for which notice of said possible liquidation or dissolution is provided.

(b) 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 the Town of Franklin or to such organization or organizations designated by the Town Council of the Town of Franklin 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 1986, 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. Consistent herewith, and in accordance with applicable law, including Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Laws, , such distribution, division of property and proceeds and payment of all money and other property shall be distributed in accordance with the Access Agreement by and between the Corporation and the Town of Franklin.

**Article XII: Additional Provisions Including Notice**

Section 1. Seal

The Seal of the Corporation shall consist of a flat-faced circular die with the name of the Corporation, the Commonwealth of Massachusetts, and the year of its organization cut or engraved thereon.

Section 2. Notice

Whenever written notice is required to be given to any person, it may be given to such person at his or her address (including e-mail address when so authorized by these By-Laws) appearing on the books of the Corporation, or in the case of directors or members of another body, supplied by him or her to the Corporation for the purpose of notice.

Section 3. Fiscal Year

The fiscal year of the Corporation shall be the twelve (12) months ending June 30 of any given year, except as from time to time otherwise determined by the Board of Directors.

Section 4. Execution of Corporate Instruments

(a) All drafts, checks, other orders for the payment of money, other than payroll checks, shall be signed by the Treasurer, and co-signed by the President if the amount of such is One Thousand Dollars (\$1,000) or greater, or by such other person or persons as the Board of Directors may designate from time to time. Payroll checks may be signed by the Executive Director, or, in the absence of the Executive Director, by the President or Treasurer.

(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.

Section 5. Financial Statements and Audits

An independent accountant shall annually prepare a year-end fiscal report, which shall include a statement of operations and Balance Sheet. A copy of all financial statements shall be made available to the Town Council.

Section 6. Conduct of Meetings

The Board of Directors shall adopt rules that shall govern the conduct of all meetings of the Members of the Corporation and the Board of Directors and its various committees, except where the same shall be in conflict with law, the Articles of Incorporation or these By-Laws.

**Article XIII: Amendment of Bylaws**

Any part or all of these By-Laws may be amended or repealed by:

(a) a majority vote of the Board of Directors then in office, at a regular or special meeting of the Board duly called for that purpose, provided that notice of the substance of the proposed amendment or repeal shall be stated in a notice for such meeting mailed to the Board of Directors no less than fourteen (14) days before such meeting; and

(b) a vote of ratification by a majority vote at the next annual or special meeting of the Members. Notice of such proposed By-Law change(s) must be provided with the notice of the annual or special meeting in accordance with the provision of these By-Laws.

Note: The requirements of the Access Agreement by and between the Corporation and the Town of Franklin should be reviewed prior to amending the By-Laws.

Adopted this Ninth day of November, 2011.

(Signatures)

Wesley Rea, Treasurer, Nov. 9, 2011  
Incorporator

Robert Dean, President, Nov. 9, 2011  
Incorporator

  
Incorporator

  
Incorporator