

**Bylaws of North Andover Community Access and Media,
Inc.
Adopted 2003/Revised 2013**

Article 1

Name, Purposes, Powers and Related Matters

The name of North Andover Community Access and Media, Inc. (hereinafter in these By-laws referred to as the "Corporation"), the location of its principal office and its purposes shall be as set forth in the Articles of Organization and these By-laws, and the Corporation shall be exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended from time to time, and shall, as its primary activity, provide non-commercial public and educational cable access and related technology services to the residents, schools, businesses and other institutions of North Andover.

The powers of the Corporation and of its Directors, officers, committees and members, and all matters concerning the conduct and regulation of the affairs of the Corporation and the manner in which and the officers and agents by whom its purposes may be accomplished shall be governed by such provisions in regard thereto, if any, as are set forth in the Articles of Organization and these By-laws.

All references in these By-laws to the Articles of Organization shall be construed to mean the Articles of Organization as from time to time amended.

Article 2

The Members

1. Eligibility

All residents of the Town of North Andover and organizations located in the Town are eligible for membership in the Corporation. To be considered as a member, all individuals and

organizations are required to complete a membership form and submit any and all required fees with that membership request. The application submission shall then be reviewed by the Corporation's Executive Director or his/her designee for consistency with these Bylaws.

2. Qualification for Voting Membership

Voting membership in the Corporation is open to individuals of the age of majority residing in North Andover, and eligible organizations located in North Andover, each of which shall have one vote, and such organization's vote may be cast by a duly appointed representative of said member organization. To vote, such residents and organizations located in North Andover must:

a. Complete and return to the Corporation an Access Membership Enrollment Form;

b. Pay the prescribed membership dues, if any, by category, as they may from time to time be established by the Board of Directors; and

c. Maintain membership in the Corporation for at least thirty (30) days prior to any meeting of members.

d. All eligible organizations are required to submit in writing, a minimum of seven (7) days prior to the Annual Meeting the name of its duly appointed representative who will be casting a vote on its behalf.

2A All members entering the fifth grade and through the age of 17 years are eligible to vote in an advisory capacity. They shall be allowed to work individually and with other members as fully and completely as voting members, and shall be permitted to communicate ideas and suggestions relative to the corporation. The results of an advisory vote of the student membership on any matter which will be the subject of a vote by the voting membership, shall be made known to all voting members and the board of directors in advance of the vote being taken. Student members shall be allowed to have their own officers who shall report to the Board of Directors.

3. Annual Meeting of Members

The Annual Meeting of Members shall be held in North Andover during the month of April. The date, time and location are to be determined by the Board of Directors. The purpose of the Annual Meeting of Members is to elect Directors, showcase the given year's achievements and conduct the transaction of other business.

4. Special Meeting of Members and/or Directors

Special Meetings of Members and/or Directors shall be called by the President upon request of the Board of Directors. In order for active members to request a Special Meeting, a petition is required in writing to be submitted to the Board of Directors, representing the purpose of said meeting, including a proposed agenda. The support of at least one-tenth of all active members shall be submitted in order for the petition to be accepted.

5. Notice of Meetings

A notice of every annual or special meeting of the Corporation, stating the place, date, hour, purpose and eligibility to participate in voting shall be given not less than seven (7) nor more than thirty (30) days before the date of the meeting to each member entitled to vote at such meeting at his or her address as it appears upon the records of the Corporation. The notification will be communicated using email, plus at least one or more of various methods, including but not limited to: a secondary e-mail address provided by the member, a mailing, the Corporation's cablecast and/or other available means of communications deemed to be appropriate by the Corporation.

6. Quorum of Members

a.) Not less than five percent (5%) of the existing voting membership must be in attendance at a duly noticed meeting to constitute a quorum. Voting at any such meeting shall be in person, and there shall be no remote or proxy voting. If a quorum fails to attend, a majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present in person. At such adjourned meeting at which a

quorum is present, any business may be transacted that might have been transacted at the meeting as originally notified.

b.) In the event that there are fewer than 15 members of the Corporation, the Board of Directors shall have the power to vote on any matter which would otherwise be reserved for the vote of a quorum of members.

7. Procedure for Voting

Members shall be entitled to vote on matters submitted to the Members for approval at meetings of the Members, including the election of future Boards of Directors; and subject to the Board of Directors having the authority to vote on all corporate matters. In the case of a conflict between a vote of the Members and Directors, a vote of a majority of the Directors shall prevail. A Director may be a member if he or she otherwise meets the criteria for membership.

8. Members' Dues

The Board of Directors may, from time to time, adopt a schedule of annual dues. Dues shall be maintained at a level reasonably intended to cover the direct costs of: maintaining the membership rolls; providing for participation by the Membership in the governance of the Corporation; and communicating the Corporation's activities to the membership; including the use of printed materials such as a newsletter or a program guide. The Board of Directors shall make provision for the waiver of all or part of the dues for reasons of hardship.

Article 3

Board of Directors

1. Powers

The Board of Directors shall have and may exercise all of the powers of the Corporation to the extent permitted by the General Laws, the Articles of Organization and these By-Laws.

2. Tenure and Qualifications

The Board of Directors shall have five (5) Directors. For initial formation of the Corporation, the Board of Directors shall consist of five (5) Directors who shall be appointed as follows; three (3) initial directors shall be appointed by the Board of Selectmen; one (1) initial director shall be appointed by the Superintendent of Schools and one (1) by the Cable Advisory Committee. Directors shall ultimately serve three-year terms, however, to implement staggered terms, of the foregoing initial Directors, one of the Directors appointed by the Selectmen shall serve a one-year initial term; one shall serve a two year initial term; and one shall serve a three year initial term. The School Superintendent initial appointee shall serve a 3-year initial term. The Cable Advisory Committee initial appointee shall serve a two-year initial term. Subsequent terms for all of the foregoing Directors shall be for three (3) years. Successor Directors shall be appointed or elected following the expiration of initial terms as follows. The Board of Selectmen will in its discretion appoint one successor Director to the position held by the Selectmen-appointed Director serving the three-year initial term. The Superintendent of Schools will in its discretion appoint a successor Director to the Superintendent-appointed Director. Successors to the other initial Directors shall be elected, in accordance with these by-laws, by the Corporation's membership. Each Director shall hold office until his or her successor is elected or appointed unless removed prior thereto in accordance with law and these By-Laws. Any Director appointed by the Board of Selectmen or by the Superintendent of Schools may be removed without cause by the Board of Selectmen or Superintendent, respectively, and a replacement Director shall be appointed by said Board or Superintendent for the unexpired balance of the removed Director's term. Elected successor Directors shall only be removed in accordance with these by-laws.

3. Nomination and Election Process of Directors

Successor Directors to be elected shall be selected in the following manner: no later than thirty (30) days prior to the annual meeting of the Corporation, a Nominating

Committee of the Board of Directors shall notify the members of the Corporation of upcoming elections. The Nominating Committee shall be charged with the responsibility of compiling a slate of candidates for election to the Board.

In addition to the candidates selected by the Nominating Committee, any member may become a candidate for election to the Board of Directors by presenting the Nominating Committee with a petition for special nomination signed by at least one-tenth of the eligible voting members of the Corporation no later than fourteen (14) days prior to the date of the annual or special meeting at which the election is to occur. Such candidates will be added to the Nominating Committee Slate for positions on the Board of Directors. Signatures for purposes of this Section shall be deemed valid unless challenged prior to or as of the date of the election. Said elections shall be for the three (3) successor Directors not appointed by the Board of Selectmen and the Superintendent.

4. Removal of Directors, Vacancies

Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without reasonable excuse may be removed from the Board of Directors by a majority vote of those Directors present and voting at a regular or special meeting of the Board of Directors at a duly noticed meeting having a quorum of Directors present. Elected Directors may also be removed for cause by a vote of three fifths (3/5) of the full board as legally constituted in these Bylaws at a duly noticed meeting having a quorum of board members present. Any Director proposed to be so removed shall be entitled to notice in writing, mailed by both first class mail and certified mail a minimum of fourteen (14) days prior to the scheduled vote, which notice shall contain a statement of cause for such proposed removal. The Director shall be entitled to be heard by the Board of Directors at such meeting regarding the proposed removal, if he/she provides the President and the Clerk of the Board of Directors with written notice of their intent to be so heard by the Board at least five (5) days prior to scheduled meeting.

Any vacancy on the Board of Directors shall be filled by the Board of Directors until the next scheduled election, except that appointed Directors shall be replaced by the

entity which appoints that Director pursuant to Paragraph 2 above. Such a replacement Director shall serve until the end of the unexpired term of the person whose absence caused the vacancy to exist. Further to removal of appointed Directors, see Art. 3, section 2 above.

5. Disqualification

No member of the Corporation's staff or applicant for a paid position with the Corporation shall serve as a member of the Board of Directors. No immediate family member of the Corporation's staff shall serve as a member of the Board of Directors nor shall any immediate family of a member of the Board of Directors be an employee of the Corporation.

6. Schedule of Meetings

The Board of Directors shall hold at least three (3) regular directors meetings during each fiscal year of the Corporation.

The Board of Directors may hold special directors meetings whenever requested by the President or two fifths (2/5) or more of the Directors.

The Clerk shall cause written notice of the regular and any special directors meetings to be mailed or delivered to each Director at least five (5) days before the date of the meeting, unless all of the Directors attend or sign a written waiver of notice.

7. Meetings Open to the Public

It is not the intention of the corporation or its board of directors to be subject in any way to the requirements of the Massachusetts Open Meeting Law as set forth in M.G.L. 30A, Section 18-25 including any, processes and procedures set out therein. It is the desire of the board to, when possible; strive to comply with the principles of the Open Meeting Law. Notwithstanding the private, charitable status of the corporation, meetings of the board of directors and meetings of the members shall be open to the public, unless the board of directors deems closed session to be in the best interest of the corporation. The

posting of meeting notices on the corporation's website and on television programming shall be in conformity with the time and content requirements of these by-laws, but if there is no specific time requirement, then at least 48 hours in advance of the meeting, excluding Saturdays, Sundays and legal holidays.

8. Quorum of Directors

A majority of the Directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

9. 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 Corporation's Articles of Organization or these By-Laws.

10. Compensation of Directors

Directors shall not be compensated for their services as Directors other than the reimbursement of reasonable and necessary expenses incurred in the performance of such services.

Article 4

Officers

1. Appointment

The Board of Directors of the Corporation shall appoint the initial officers of the Corporation from among the Directors of the Corporation.

2. Officers/Appointment/Multiple Offices/Term

The officers of the Corporation shall consist of a President, Secretary (also known as Clerk), Treasurer, and such other officers as the Board of Directors may deem desirable. All officers shall be appointed by the Board of Directors by majority vote of a quorum of the Board of Directors. No person shall hold more than one office at any one time. Each officer of the Corporation shall be elected annually at the Board of Director's meeting following the annual meeting and shall hold office until the meeting following the annual meeting of the corporation, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

3. Removal

The Board of Directors may remove from office any officer by a vote of three fifths (3/5) of the full board as legally constituted in these Bylaws. Any Officer proposed to be removed shall be entitled to at least ten (10) days notice in writing with statement of cause by 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 any such vote for removal taking place at that meeting or thereafter.

4. Vacancy

A vacancy in any office may be filled by vote of the Board of Directors for the balance of the term. Officers shall not be compensated for their services as Officers of the Corporation. Removal from office shall not result in removal from Directorship unless in accordance with rules governing same.

5. President

The President shall preside at all meetings of Members and Directors. The President shall nominate the chairpersons of all other committees and may serve as an ex officio member of each such committee with voting powers as set by each such committee.

6. Secretary

The Secretary (Clerk) shall issue notices of all meetings of the Board of Directors, and shall send such official notices as may be directed by the Board or required pursuant to these By-Laws. The Secretary shall also be responsible for all general correspondences of the Board and in general performing all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Secretary shall take or be responsible for the taking of minutes of all meetings of the Board of Directors and meetings of the Members called in accordance herewith.

7. Treasurer

The Treasurer shall be responsible for the custody of the corporate funds; keeping full and accurate accounts of receipts and disbursements of 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; and shall furnish a quarterly or monthly financial statement and an annual statement of all receipts and disbursements of the Corporation to the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond, which bond shall be an expense of and paid for by the Corporation.

Article Five

Committees

1. Standing Committees

The Standing Committees of the Board of Directors shall include a Finance and Fundraising Committee and a Nominating Committee, as described below, and may include, as determined by the Board of Directors, the following Committees as described below:

- a. Finance and Fundraising
- b. Membership and Training
- c. Nominating
- d. Education and Programming
- e.

Community, School and Municipal Relations f. Facilities and Equipment; and such other Committees as may be created by the Board of Directors. The creation of the foregoing Committees shall be at the discretion of the Board of Directors and determined by majority vote of the Board. All such standing committees may include one (1) or more members of the corporation in the discretion of the board of directors.

2. Appointment and Duties of the Standing Committees

Committee chairpersons shall be nominated by the President and elected by majority of the Board of Directors. The members of each standing committee shall be nominated by the President, after consultation with the chairpersons of such committee. The Board of Directors shall elect members so that committee composition shall reflect the diversity of interests and neighborhoods in the Town of North Andover. Committees shall develop relevant policy recommendations for Board consideration. Chairpersons of Committees are responsible for keeping minutes of their meetings and furnishing reports as requested.

3. Finance and Fundraising Committee

The Finance and Fundraising Committee shall review the annual financial statements, approve annual 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 and Fundraising 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 related fees; and to continually monitor and report to the Board of Directors on the effectiveness and adequacy of the Corporation's internal accounting controls. The Finance and Fundraising Committee shall, with the assistance of the executive director of the studio, develop and recommend to the Board the annual budget, and shall regularly monitor the Corporation's expenses, and income.

The Finance and Fundraising Committee shall develop and implement fundraising strategies for the Corporation. The Committee shall recommend to the Board of Directors various fundraising plans as needed, and upon the adoption of a fundraising plan by the Board of Directors, the Committee shall enlist Members of the Board of Directors, officers,

Members and other volunteers to assist in the implementation of specific projects. The Committee shall meet regularly to monitor the Corporation's fundraising status and to review grant proposals.

4. Membership and Training Committee

The Membership and Training Committee shall develop and implement strategies for developing a broad-based membership in the corporation which encourages and fosters the development and production of access and community programming. Subject to Board of Directors review, the Committee shall handle all appeals regarding membership status and any other grievances of the Members.

Except as necessary to comply with appropriate federal law and regulations and to provide the community access time described in the preceding paragraph, the Corporation's regulations governing the availability of program time and the Corporation's equipment and facilities shall provide for non-discriminatory access and use; provided, however, that the regulations may restrict use of equipment and facilities to Members of the Corporation who are qualified or certified to use them.

The Committee shall develop and implement policies for the Corporation's training activities, including outreach to publicize the availability of training activities, determining the subject matter of workshops and classes and certification requirements.

5. Nominating Committee

The Nominating Committee shall select candidates for election to fill vacancy(ies) of the elected Directors of the Board of Directors. The Nominating Committee shall be charged with soliciting the names of nominees for the Board of Directors and with the preparation of a slate of candidates to fill such vacancy(ies) as elsewhere herein provided in Article Three, Paragraph 3.

6. Education and Programming Committee

The Education and Programming Committee shall be responsible for ensuring that a wide variety of programming

which addresses the interests and needs of residents is available whether through the production or acquisition of such alternative programming and shall be responsible for promoting educational programming responsive to the needs of the schools and community. The staff person hired by the organization to serve as the executive director shall work with the Education and Programming Committee and with the Board of Directors and shall be responsible for implementing activities designed to ensure reasonable community coverage, including but not limited to coverage of Board of Selectmen and School Committee meetings, subject to oversight as herein provided in these by-laws.

The Education and Programming Committee shall review and evaluate the allocation of channel capacity and other programming capacity which the Corporation manages, operates, or otherwise aids in scheduling; shall, subject to the direction and approval of the Board of Directors, coordinate the operation of such channel capacity with the operator of the cable television system; shall annually recommend to the Board of Directors revisions to the long range plan of the Corporation; shall recommend to the Board of Directors a procedure for the development and evaluation of strategies to maximize the quantity and quality of original programming produced or fostered by the Corporation; recommend to the Board of Directors an educational programming plan designed to provide educational benefits to the community and schools; recommend to the Board of Directors different plans for educating members about the role of access television and about the history of television, film and related media; review and recommend to the Board of Directors proposals for grant funding and monitor and report regularly all programming and channel operation activities to the Board.

7. Facilities and Equipment Committee

The Facilities and Equipment Committee shall evaluate the use of the Corporation's access and community programming facilities and shall also be responsible for recommending all capital expenditures. The Committee shall oversee matters regarding real estate and leases.

8. Community, School and Municipal Relations

The Community, School and Municipal Relations Committee shall explore and recommend to the Board of Directors ways of integrating the Corporation into the community to serve the diverse needs of all community, school and municipal organizations, ethnic groups and other interests and shall inform and generally educate all such diverse groups about the Corporation and its services and facilities and cultivate interest in and access to the Corporation.

9. Other Committees

The Board of Directors may, by majority vote, create such other committees and delegate such responsibilities to those committees as shall be considered desirable and permissible from time to time.

Article 6

Miscellaneous Provisions

1. Fiscal Year

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall be the twelve (12) months ending December 31 of any given year.

2. 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.

3. Execution of Corporate Instruments

Mortgages, bonds, notes, checks, other evidences of indebtedness and such other instruments as the Corporation may issue in the conduct of its business shall carry the signature of the President and such other officer or

officers the Board of Directors may from time to time determine by resolution. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

4. Amendments

Any part or all of these Bylaws may be altered, amended or repealed from time to time by a two-thirds vote of the Board of Directors present at a duly constituted regular or special meeting of the Board 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 of Directors no less than ten (10) days before such meeting. Any such changes must be ratified by the membership at the next scheduled annual meeting. Notice of such proposed changes must be provided with the notice of annual meeting pursuant to Section 5 of Article 2 herein. Any such amendment shall be subject to prior approval of the Board of Selectmen in its capacity as License Issuing Authority; provided however, if following forty-five (45) days from receipt of written notification of the proposed amendment and its text said Issuing Authority takes no action, the amendment will be deemed approved. Any amendment to the Articles of Organization shall be subject to same requirements as above.

5. 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 he or she has a direct or reasonably foreseeable 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

Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended.

6. Seal

The Board of Directors shall approve and adopt a corporate seal which shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal." The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

7. Non-Discrimination

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

8. Agreements with other Municipalities and Access Entities

The Corporation may enter into agreements with other municipalities, access corporations or cable television licensees to provide cable television access services and to share resources, including but not limited to facilities, equipment and staff and other resources, and enter into other agreements to carry out activities consistent with the purposes of the Corporation. Such agreements should provide necessary resources to the Corporation to serve the particular municipality in question. In the event that such agreements involve occasional transactional cooperation and collaboration including but not limited to sharing of occasional programs or occasional technical assistance, equipment and resource exchange, such agreements shall not require the prior approval of the Board of Directors or Board of Selectmen, however, at least the approval of the executive staff person (studio director) shall be required. In the event that such inter-entity agreements, including any such agreement with another municipality, involve a formal joint venture, formal partnership or contractual relation resulting in a change in or material impact on the intended mission, audience or membership of the Corporation or otherwise resulting in other municipalities or other studio

or programming entities having regular benefit or use of assets or resources of the Corporation, such agreements must be approved, as a contractual matter, by the Board of Directors and the Board of Selectmen.

9. Personnel Policies

The Board of Directors shall be charged with developing the Corporation's personnel policies, job descriptions and advertisements, reviewing and evaluating staff salaries and benefits and the performance of the Executive Director and shall be responsible for related personnel matters and grievances and coordinating the hiring of the Executive Director. Notwithstanding the foregoing, the Board may at any time create a Personnel Committee pursuant to Section 9 of Article 5.

10. Annual Report

The Corporation shall prepare an Annual Report of operations and budget and copies of same shall be available to the public. Upon written request of the Board of Selectmen or its designee, the Corporation shall provide the Board of Selectmen, for advisory purposes only, opportunity to review and discuss the Corporation's budget. The Corporation shall participate in hearings to be conducted by the Board of Selectmen or its designee to discuss for advisory purposes the Corporation's operations.

Article 7

Indemnification

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 the Directors of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which he/she becomes subject by reason of his/her being or having been an Officer or Director, whether or not he/she continues to be 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 him/her in connection with any actual or threatened action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been such an Officer or Director, whether or not he/she continues 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 he/she shall be finally adjudged liable by reason of his/her own gross 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.