

By-Laws

(Revision: September 2017)

Preamble

Wilmington Community Television, Inc. (also referred to as the "Corporation" or "WCTV"), is a non-profit organization organized by the Town of Wilmington for the purpose of operating and managing the Public, Educational and Governmental (PEG) access television channels in the town of Wilmington, Massachusetts.

WCTV was organized to develop and promote cultural, literary, charitable, community sports and public affairs programming over the PEG channels.

WCTV will encourage the use of the PEG facilities, the expression of ideas and opinions on a wide range of topics, as well as holding workshops for the purpose of teaching television skills to individuals and community groups. The Corporation shall manage funds designated for its use and shall schedule the use of the PEG channels, video equipment and facilities. The Corporation shall assure non-commercial and non-discriminatory use of all PEG channels and facilities.

Wilmington Community Television, Inc. shall govern itself in accordance with all Federal, State and local laws.

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ARTICLE I: NAME and LOCATION

The name of this corporation shall be WILMINGTON COMMUNITY TELEVISION, INCORPORATED (hereinafter in these By-Laws referred to as the "Corporation" or "WCTV"), unless and until changed by amendment of the Articles of Organization.

The official location of the Corporation is 10 Waltham Street, Wilmington, MA 01887. The Corporation's fiscal year ends December 31st each year.

ARTICLE II. PURPOSE

The purpose of the Corporation shall be as set forth in the Articles of Organization and these By-Laws, including, but not limited to:

- training membership, (residents and organizations of Wilmington) in the use of equipment and facilities, for the purpose of producing community programming
- allocating channel space and time to Wilmington residents to air programming. (The 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.
- produce community programming

ARTICLE III. MEMBERSHIP

Section 1. Membership

Membership will include individual, family, and organizational memberships and shall not be limited as to number.

Section 2. Eligibility for Membership

All persons, firms, corporations, businesses, organizations, institutions and other entities in the Town of Wilmington who subscribe to the purpose of the Corporation and who support the Corporation through the payment of the prescribed dues shall be eligible for membership.

Any person or entity interested in becoming a member of the Corporation shall submit a duly signed membership application to the Executive Director.

Section 3. 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. Voting by proxy is prohibited.

Note: Members under 18 years of age are not be eligible to vote or eligible to become a member of the Board of Directors.

Article IV. MEETINGS OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the membership shall be held in the month of March each year. The time of the annual meeting will be determined by the Board of Directors. At the annual meeting, the members shall elect Directors and may transact such business as may be done in accordance with law, the Articles of Organization and these By-Laws.

Section 2. Special Meetings

A special meeting of the Corporation may be called at any time by the President of the Corporation, the Board of Directors, or by receipt of the Secretary of the Corporation of a written request of ten (10) members. A Special Meeting request must include the purpose of the meeting and the proposed agenda topics. Special meetings shall be convened not less than ten (10) days or more than forty-five (45) days after being called.

Section 3. Place for Meetings

All meetings of the Corporation may be held at the principal office of the Corporation in Wilmington, or at another place as designated by the Board of Directors.

In the event of a special meeting, the place may be as designated by the President or Secretary of the Board of Directors.

Section 4. Notice of Meetings

Written notice of annual and special meetings of the members shall be given at least ten (10) days prior to the scheduled date of the meeting by the President or Secretary.

Written notice of the meeting of members stating the time, place and purpose of the meeting shall be sent to each member via email (as provided by the member) and may be posted on the WCTV Community Bulletin Board, web site and/or on other social media being utilized by the Corporation for the purposes of notification.

Section 5. Quorum

A duly called regular or special meeting of the "Members" shall not be organized for the transaction of business unless a quorum, consisting of nine (9) members, is "present" to start the business of the meeting. A member is considered present if they are actively participating at the meeting either in person or through electronic means.

The members present at a duly organized meeting can continue to do business until adjournment or the withdrawal of enough members during the meeting to leave less than a quorum. The acts of such a meeting shall be the acts of the membership.

Article V. BOARD OF DIRECTORS

Section 1. Powers and Duties

The Board of Directors (BOD) has the power to establish policy and to control and manage the affairs and property of the Corporation. They shall have the power, by majority vote, to

enact the decisions approved by the BOD. The BOD shall ensure compliance to all rules and regulations applicable to the Corporation.

The BOD shall have full authority with respect to the distribution of the monies received by the Corporation; ensure that the fundamental and basic purposes of the Corporation as expressed in the Articles of Organization, shall not thereby be amended or changed; and shall not permit any part of the net earnings or capital of the Corporation to benefit any private individual or other entity.

The BOD shall authorize staff positions as may be necessary to conduct the business of the Corporation as recommended by the Executive Director and the Personnel Committee.

The BOD shall communicate any budgetary needs to the Finance Committee for inclusion in the preparation for the annual budget.

Section 2. Elections and Qualifications

Board members are to be elected by the general membership at the time of the annual meeting. The Corporation and the membership should, at the time of each election, take into consideration the background and skills of the people seeking a term on the board, to ensure that the Board maintains a diverse community representation and the necessary complement of skills.

Questions concerning eligibility shall be determined by the BOD holding office at the time of the election. Each candidate's application shall be reviewed by the Board to ensure that none of the following conditions exist:

- No staff member of the Corporation shall serve as a member of the BOD.
- No immediate family member of the Corporation's staff shall be eligible to fill an open position as a member of the BOD, nor shall any immediate family member of a member of the BOD be eligible to fill a staff position of the Corporation. For the purposes of these By-Laws, an immediate family member is a parent, grandparent, spouse, domestic partner, child, adopted child, aunt, uncle, or grandchild.

NOTE: As of this 2017 revision, current Board members who have an immediate family member employed as "staff" may serve out their current term, or until the next annual meeting, whichever occurs first. During this time, the Board members will excuse themselves from discussions that directly involve their family members, and shall not participate in a vote regarding immediate family members including, but not limited to, salary, bonuses, performance appraisals, and daily activities assigned by the Executive Director. At the time of the next annual meeting, should the conflict exist, the Board member will not be eligible for re-election to the Board, or continuation of the term.

- No employee or immediate family member of an employee of the Wilmington cable licensee (i.e. Comcast/Verizon), or its parent, or affiliates, may serve as a member of the BOD, nor shall any Director remain on the Board, if an immediate family member becomes an employee of the cable licensee, its parent or its affiliates.

A Director need not be a member of the Corporation prior to his or her election to the BOD. All persons serving on the BOD shall automatically become members of the Corporation upon election to the Board.

Section 3. Number of Board Members and Term of Office

The number of Directors on the Board may vary from time to time depending on the Corporation's needs. However, the number of directors shall not exceed fifteen (15).

Individuals elected to the BOD shall serve a two (2) year term. As the terms of each Director expire, their successors shall be elected to a term of two (2) years.

Each director shall continue in office until the expiration of the term for which he or she is elected, or until his or her death, removal or resignation.

Section 4. Board Member Election Process

a. Getting Name on the Ballot

- Prospective candidates for the BOD must submit an application for Board membership no later than 45 days prior to the date of the annual meeting
- The current BOD members shall vet the applications for the purpose of perpetuating a diverse and able board
- Upon successful vetting, which results in a majority vote by the BOD in favor of the applicant, the applicants name will be placed on the ballot for the upcoming election at the annual meeting.
- Should any applicant, who duly submitted an application and was thereafter vetted by the Board of Directors per above, not garner a majority vote of the said Board of Directors, that applicant may seek to gather signatures of 2/3 of the current WCTV adult membership, and if they are successful in doing so they will thereafter be placed on the ballot for the upcoming election at the annual meeting. For purposes of this subsection, "current WCTV adult membership" shall refer to the existing membership at the time that the applicant submitted their pending application to the Board of Directors.

b. Voting Process

- Ballots will be offered to the members present at the annual meeting by the Secretary or designate.
- Members will be instructed to vote for one or more candidates based on the availability of seats to be filled. This is regardless of the number of candidates on the ballot.
For example: there are two available seats to be filled, and there are more than two candidates seeking election. The members will be instructed to vote for up to TWO of the candidates, only. Should there be three available seats for three candidates, the members will be instructed to vote for up to THREE candidates on the ballot.
- Members will be advised that they are able to vote for FEWER than the total seats

allowed, but never for MORE than the total allowed.

- Completed ballots will be collected the Secretary or designate.
- The tally of the votes will be performed in a private area at the station by the Secretary/designate AND the Executive Director.
- If requested during the annual meeting prior to adjourning, the actual ballots shall be presented for proof of election.

c. Election Results

- Successful election to the Board requires a vote total for a candidate that exceeds 50% of the ballots cast.
- Any ballots containing more votes than seats available will be considered null and void.
- In the event of a tie, a second round of voting will be taken, following the aforementioned rules, but with ONLY the names of the candidates who tied shall be on the second ballot.

NOTE: In a situation where the number of available seats exceeds the number of candidates on the ballot, the requirement of greater than 50% of ballots cast still applies.

Section 5. Removal

Any Director, who fails to attend three (3) consecutive meetings of the BOD without sufficient excuse or fails to carry out the duties of his or her position, may be removed from the BOD by a majority vote of those present and voting at a regular or special meeting of the BOD.

Any Director proposed to be removed shall be entitled to at least (10) ten days notice in writing of the meeting. This Director shall be entitled to appear before and be heard by the BOD prior to any vote for removal.

Section 6. Resignation

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 BOD.

In the event of a vacancy, the BOD may fill the vacancy with an individual by a majority vote of the remaining Directors. The term of a Director elected to fill a vacancy shall expire at the next annual meeting of the Corporation.

Section 7. Compensation

Directors shall receive no compensation for their services. A Director may serve the Corporation in another capacity, provided that a full disclosure of the nature of the service and the compensation is filed with the Secretary of the Corporation prior to the service being provided. If appropriate, a formal agreement with the Director shall be approved by the BOD, provided that no conflict of interest is inherent in the service provided. The Director shall be precluded from voting on the formal agreement, or on any issue coming

before the Board that relates to the service provided.

Members of the BOD may, if authorized by the BOD, be reimbursed for any necessary expenses related to WCTV business

Article VI. OFFICERS OF THE CORPORATION

Section 1. General

The officers of the Corporation shall include a President, Vice-President, Secretary, and a Treasurer. All officers shall be elected by the BOD at the first regular meeting after the Annual Meeting per the following criteria:

- No person shall hold more than one office at any one time.
- Each officer of the Corporation shall be elected annually and shall hold office until the next annual meeting of the Corporation
- The President may hold office for two consecutive terms of one year each and must have a one-year break before being eligible for the office of President again.

A vacancy in any duly constituted office may be filled by a majority vote of the BOD whenever such vacancy occurs.

Officers shall receive no compensation for their services as officers of the Corporation.

Section 2. Duties of the President

The President is the Chief Executive Officer of the Corporation (CEO). The duties of the President shall include:

- subject to the direction of the BOD, execute in the name of the Corporation all deeds, bonds, mortgages, written contracts and other documents
- ensure the corporations compliance to all applicable rules and regulations
- chair all BOD and Members meetings of the Corporation
- ensuring that all decisions of the members and Directors are carried into effect
- report on the affairs of the Corporation at each annual meeting of the members and Directors
- act as the principle advisor by which the Corporation can accomplish its business
- assisting in the development and execution of the strategic plan of the Corporation
- providing direction to the Executive Director for the implementation of goals and objectives
- ensure the establishment of goals and objectives for the corporation
- nominating the chairpersons of all committees
- being an “ex-officio” member of all committees
- performing other such duties as are usually incident to his or her office or may be required by the Directors

Section 3. Duties of the Vice-President

The Vice President is an officer of the Corporation and is the second ranking official.

The duties of the Vice President shall include:

- assisting in the development and execution of the strategic plan of the Corporation
- assuming the responsibilities of the President, when the President is unable to do so
- performing other duties as are usually incident to his or her office or as may be required by the President or Directors

Section 4. Duties of the Secretary

The Secretary is an officer of the Corporation. The Secretary shall be the Clerk of the Corporation. The duties of the Secretary shall include:

- attesting to the signing and sealing by the President on all instruments requiring the corporate seal and the signing of all other instruments when so required by law.
- documents and disseminates the minutes for the Board and Members meetings. This may be assigned to a designee.
- record minutes while in Executive Session.
- performing other duties as are usually incident to his or her office or as may be required by the President or Directors

Section 5. Duties of the Treasurer

The Treasurer is an officer of the Corporation and is the Chief Financial Officer (CFO).

The duties of the Treasurer shall include:

- monitoring all funds and valuables of the Corporation.
- ensure that documentation of receipts and disbursements are maintained and are accurate
- submitting a monthly financial statement and an annual amended statement showing all receipts and disbursements to the BOD for their examination and approval
- ensure depositing in the name of the Corporation of all monies and valuables of the Corporation with a depository or depositories designated by the BOD.
- performing such other duties as are incident to his or her office or as may be required by the Directors

Article VII. MEETINGS OF THE “BOARD OF DIRECTORS”

Section 1. Regular Meetings

Regular meetings of the BOD for the transaction of business may be done in accordance with the law, the Articles of Organization and these By-Laws. The frequency and the times for these scheduled meetings shall be at the discretion of the BOD. Meetings of the Directors may be held in person, by telephone conference call or other such means as designated by the BOD.

Section 2. Special Meetings

Special meetings of the Directors may be called by the President of the Corporation or by a

2/3 vote of the BOD.

The meeting shall be held at a location and time convenient for the members and for the purposes as were specified in the call for the meeting. Reasonable notice shall be given to each Director as provided in Section 3 below.

Section 3. Notice of Meetings

Notice of meetings shall be provided to each member of the BOD stating the time, place and purpose of the meeting. Notice shall be given to each Director at least five (5) days prior to the day fixed for the meeting.

Notice of regular meetings of the Directors, shall be given by the President of the Board. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the President or Secretary.

Section 4. Quorum

A majority of the Directors (half of the total number of Board members plus one) shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting where a quorum is present shall be the acts of the BOD.

The Directors present at a duly organized meeting can continue to do business until adjournment or until the withdrawal of enough Directors during the meeting to leave less than a quorum. The acts of such a meeting shall be the acts of the BOD.

Section 5. Executive Session

When necessary to discuss topics that are outside the purview of the clerk and the Executive Director, the Board may call to order an Executive Session.

- A motion to enter into Executive Session may be made by any Board Member during a Board meeting, or by giving notice to the Board President between Board meetings.
- If so moved during a Board meeting and voted in favor, the Board will proceed into Executive Session.
- If requested between Board meetings, the President of the Board will bring the matter up for the Board at the next Board meeting, or, if necessary, schedule an Executive session between Board meetings.
- Only Board Members may attend an Executive Session.
- All information shared during Executive Session is strictly confidential, and is not to be shared with anyone not currently a member of the BOD.

Article VIII. COMMITTEES

Section 1. Standing Committees

The standing committees of the corporation shall be as follows:

- a) Finance Committee
- b) Personnel Committee

c) Strategic Planning Committee

The President shall seek Board Members and members interested in serving on committees. Of those interested, the President will appoint one of the committee members as the chairperson, subject to the approval of the BOD. Although members of the WCTV Staff may be part of a committee, the chairperson of each committee shall be a member of the BOD.

The President may appoint ad hoc committees as required. The President shall define the objectives of the ad hoc committees; these committees shall be discharged upon acceptance of their final reports.

Section 2. Functions of the Committees

a) The Finance Committee shall:

- assist the Executive Director in developing the annual budget plan based on needs identified by the Executive Director and proposals received from the President and/or the committees. The budget plan shall include the goals and objectives for the corporation in the budgeted year;
- recommend to the BOD, the annual budget plan with assistance from the Corporation's Executive Director;
- regularly monitor the Corporation's income and expenses;
- report to the BOD whether the Corporation is meeting its projected budget and recommend budget adjustments as needed;
- recommend to the BOD the selection of, and fees to be paid to, the independent certified public accountant for the Corporation
- report to the BOD on the effectiveness and adequacy of the Corporation's internal accounting controls, and to include in that report its findings as to whether or not any errors, omissions, criticisms or recommendations contained in the management letter of the independent certified public accountant, if one accompanies the annual audit, have been properly addressed.

b) The Personnel Committee shall:

- assist the Executive Director in the generation and maintenance of job descriptions for the Corporation's staff.
- review and evaluate personnel practices as they relate to: salary ranges, benefits, performance reviews and other related matters.
- assist the Executive Director in the maintenance of the Employee Handbook.
- make recommendations to the President and the BOD and negotiate terms when filling an open position for the Executive Director.
- communicate annual goals and objectives and any budgetary needs as determined by this committee to the Executive Director for inclusion in the annual budget plan.

c) The Strategic Planning Committee shall:

- assist the Executive Director in the formulation of a five year strategic plan for the

corporation. This plan will be reviewed and updated annually.

- communicate annual goals and objectives and any budgetary needs as determined by this committee to the Executive Director for inclusion in the annual budget plan.

d) ad hoc Committee shall:

- complete the objective(s) as defined by the President when the committee was formed
- prepare a report and present the findings of the committee to the BOD

Article IX. EXECUTIVE DIRECTOR

The Executive Director shall be entitled to compensation for his/her services.

The Executive Director shall not be deemed a member of the BOD, nor shall he/she be deemed to be an officer of the Corporation.

The Executive Director shall report to the President of the Corporation.

The Executive Director shall have the authority and responsibility to manage the daily operations of the Corporation in accordance with:

- the following documents:
 - the Articles of Organization
 - these By-Laws
 - the Policies and Procedures Manual
 - the Employee Handbook
- directions as specified by the President, Personnel Committee, Finance Committee, Strategic Planning Committee and the BOD
- the annual approved budget plan

The Executive Director shall be responsible for maintaining custody the Corporate Seal and all corporate books, records and papers.

Article X. INDEMNIFICATION

The Corporation shall, to the extent legally permissible, 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, except with respect to any matter as to which he or she shall have been 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: provided, however, that as to any matter disposed of by a compromise payment by which such Director or officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for

any other expenses shall be provided unless such compromise shall be approved as being in the best interest of the Corporation after notice that it involves such indemnification: a) by a disinterested majority of the Directors then in office; or b) by a majority of the disinterested Directors then in office after the Corporation has received an opinion in writing of independent legal counsel 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. 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 shall be adjudicated not to be entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law.

Article XI. LIQUIDATION OR DISSOLUTION

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 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 BOD to such organization or organizations 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 1954, 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.

Article XII. MISCELLANEOUS

Section 1. Seal

The Seal of the Corporation shall consist of a flat-faced circular die with the name of the Corporation, its state of incorporation 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 either personally or by sending a copy by first class mail, postage prepaid, or by email to his or her address as known by 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 December 31st of any given year, except as from time to time otherwise determined by the BOD.

Section 4. Notes, Checks, Etc.

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

Section 5. Conduct of Meetings


"Robert's Rules of Order, Revised", shall govern the conduct of all meetings of the members of the Corporation and the BOD and its various committees, except where they may be in conflict with law or these By-Laws.

Article XIII. AMENDMENTS

Any part or all of these By-Laws may be altered, amended or repealed by a two-thirds (2/3) vote of the BOD present at a regular or special meeting of the Board duly called for that purpose, provided that notice of the proposed alteration, amendment or repeal was stated in a notice for the meeting.

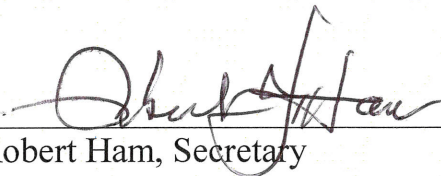
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By a vote of not less than two-thirds of the Board members present, these By-Laws governing WCTV, revised September, 2017, are accepted, indicated by the signatures below:



Robert Hayes, President

09/20/17
Date



Robert Ham, Secretary

20 SEP 2017
Date

Attachment: Revision Table