

**BY-LAWS**  
**OF**  
**WESTFORD COMMUNITY ACCESS TELEVISION, INC.**

(amended and adopted May 20, 2021)

**ARTICLE I. INCORPORATION DETAILS**

Section 1. Name.

The name and purposes of this Corporation shall be WESTFORD COMMUNITY ACCESS TELEVISION, Inc. (hereinafter in these By-Laws referred to as the “Corporation”), unless and until changed by amendment of the Articles of Organization.

Section 2. Purposes.

The purposes of the Corporation shall be as set forth in the Articles of Organization. Such purposes shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time.

Section 3. Fiscal Year.

The fiscal year of the Corporation shall end on December 31 of each year, unless otherwise decided by the Board of Directors (hereinafter, the “Board”).

Section 4. Location.

The principal office of the Corporation in the Commonwealth of Massachusetts shall be located at 487 Groton Road, Unit B, Westford, Massachusetts. The Board may change the location of the principal office effective upon filing a certificate with the Secretary of the Commonwealth.

**ARTICLE II. MEMBERSHIP**

Section 1. Eligibility

A member of the Corporation (hereinafter, “Member”) shall be either an individual or an organization (hereinafter, “Organizational Member”). Any person or organization interested in becoming a Member shall submit to the Clerk an application, on a form approved by the Board. Membership shall be effective upon approval at the subsequent Board meeting.

Members are welcome to attend Board meetings and to join committees, and have rights as stated in these By-Laws.

Section 2. Categories and Term of Membership

The Board may from time to time create and dissolve categories of membership, and determine the fees, obligations, rights and benefits that apply to each category of membership.

The term for all categories of membership lasts for one year and dues will be due from all Members at the beginning of the fiscal year.

Section 3. Voting Members

Voting membership is open to any individual who resides in Westford. Where the Member is an Organizational Member or of a category established in the previous Section 2 (e.g. Household membership), the Member is only entitled to one vote per membership entity.

At every meeting of the Members, each Voting Member shall be entitled to one vote on each matter submitted to a vote of the Members.

A Voting Member may submit a written proxy delegating permission to vote on their behalf on previously circulated matters only.

Section 4. Non-voting Members

Individuals who are not residents of Westford and Organizational Members that are not located in Westford have the same rights as Voting Members, but are not eligible to vote.

**ARTICLE III. BOARD OF DIRECTORS**

Section 1. Powers, Duties, and Guiding Principles

The Board 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 and 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 shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual.

The Board shall be as transparent and inclusive as practicable with the Members and Town of Westford community. It shall make decisions not only in the best interests of the Corporation, but also when possible in the best interests of the Town and its community. Summary financial reports, minutes, and meeting locations should be provided to Members and the community upon request, unless there are concerns about employee or Member privacy.

Section 2. Number of Directors/Term of Office

There are two types of Director, Directors elected by the Members (“Elected Directors”) and appointed liaisons (“Liaison Directors”). The number of Directors shall be nine.

The Liaison Directors shall consist of the following:

- The Select Board may appoint one Director for a term that the Select Board may determine;
- The Westford School Committee may appoint one Director for a term that the School Committee may determine;
- The Nashoba Valley Technical School District School Committee may appoint one Director for a term that the Nashoba Valley Technical School District School Committee may determine;

Liaison Directors are fully empowered to conduct Board business and have full voting rights. However, they may not serve as officers of the Board. The three potential liaisons shall count towards the nine Directors.

Elected Directors shall be elected by the Members for two-year terms on a staggered basis. Three of the Elected Directors’ terms must end in an odd year and three Directors’ terms must end in an even year. Elected Directors must be current residents of the Town of Westford.

No Elected Director may be nominated by the Nominating Committee for more than two consecutive terms.

A Director need not be a Member of the Corporation prior to their election or appointment to the Board. Questions concerning eligibility shall be determined by the Board holding office prior to the election concerned. Each Director shall continue in office until the expiration of the term or until their successor is elected and qualified, or until their death, resignation or removal.

### Section 3. Resignation or Removal

A Director may resign by delivering their written resignation to the Corporation at its principal office or to any Officer. Such resignation shall be effective upon its acceptance by the Board or within thirty days of its delivery, whichever is sooner.

Directors may be removed from the Board by a two-thirds (2/3) vote of the Board.

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

Directors can be removed by the Members as identified in Article V. A Director can be removed by a two-thirds (2/3) vote at a meeting where at least a quorum of the Members is present.

### Section 4. Vacancies

Any vacancy in the Board may be filled until the next election at any meeting of the Board by a majority of the Directors then in office.

### Section 5. Disqualification

No member of the Corporation's staff shall serve as a Director.

No close relative of a Director (immediate family, aunt, uncle, cousin, domestic partner, or housemate) or of the Corporation's staff shall serve as a Director or an employee of the Corporation.

No employee or close relative of an employee of a Cable Television Licensee in Westford, or its parent and/or affiliates, may serve as a Director, nor shall any Director or close relative become an employee of a Cable Television Licensee in Westford, its parent and/or its affiliates.

Other relevant close relationships must be disclosed to and approved by the Board.

Section 6. Compensation

Directors shall receive no compensation for their services. A Director shall not be precluded from serving the Corporation in any other capacity, other than as a staff member, provided that a full disclosure of the nature of such service and the compensation therefor, if any, is filed with the Clerk. If appropriate, a formal agreement with said Director shall be approved by the Board, prior to the service being provided; provided, however, that no conflict of interest is inherent in such service. Said Director shall be precluded from voting on such formal agreement, or on any issue coming before the Board that relates to such service.

Section 7. Nominating Committee

A Nominating Committee of three members is elected each year by the Members. One member of the Nominating Committee shall be a representative of the Board. The other two shall be “at large” non-Board Members. The President and employees of the Corporation may not be members of the Nominating Committee. Once elected, the Nominating Committee shall elect its own chair from among its members.

The Nominating Committee’s duty is to recommend to the Members candidates for election as Directors and as members of next year’s Nominating Committee. The Nominating Committee shall recommend at least one candidate for each available Director position to be filled. Only two at large members and one Board-designated candidate shall be nominated for next year’s Nominating Committee.

The Nominating Committee shall be aware of the experience of Directors whose terms will be expiring, e.g. Clerk or Treasurer, and endeavor to nominate candidates who bring needed experience to the Board. The Nominating Committee shall seek to maximize diversity of background of candidates, avoiding the formation of potential voting blocks on the Board.

At large Nominating Committee members may not be candidates for the office of Director. If the representative from the Board is eligible for re-election, the Nominating Committee may place that person in nomination.

The Nominating Committee shall inform candidates of the duties and commitments required of Directors.

The chair shall be responsible for coordinating the business of the committee. This includes contacting and securing the consent and agreement from the persons selected for nomination to the Board and to next year’s Nominating Committee. The committee shall obtain brief biographies, prepared by the candidates, along with photographs, to be forwarded to the Clerk at least one month before the scheduled election, for timely distribution to the Members, without prior review and approval by the Board or other Officers.

Section 8. Elections of Directors and Nominating Committee

Directors and Nominating Committee members are normally elected at a meeting of the Members duly called for that purpose.

In addition to the candidates recommended by the Nominating Committee, nominations will be accepted from the floor and blanks shall be provided on ballots to enable Members to write in any name they may choose for director or for member of the Nominating Committee.

Nominees with the most votes are elected, with the longest terms available (in case of filling an unexpired term) going to those with the most votes.

Section 9. Executive Committee

The Executive Committee shall be composed of the President and Officers. The President shall serve as chairperson of the Executive Committee.

During the intervals between meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the management and direction of the affairs of the Corporation in all cases in which specific directions shall not have been given by the Board, and which the President determines require action before the next scheduled Board meeting.

A majority of the members of the Executive Committee shall constitute a quorum, and in every case the affirmative vote of a majority of the entire Executive Committee shall be necessary for the passage of any resolution.

Executive Committee meeting minutes shall be kept by the Clerk. All actions by the Executive Committee shall be reported to the Board at its next meeting, and shall be subject to revision and alteration by the Board; provided, however, that no rights of third parties shall be affected by any such revisions or alterations.

**ARTICLE IV. MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Regular Meetings

Regular meetings of the Board for the transaction of business done in accordance with law, the Articles of Organization of the Corporation and these By-Laws shall be held at such times as the Board may fix from time to time. Meetings may be held in person, by telephone or video conference call provided all participants are able to simultaneously communicate, hear each other and participate in the discussion. Directors attending a meeting telephonically or by video shall be permitted to vote in the same manner and with the same effect as Directors in the meeting room.

Members may attend any meetings, except any portions covered under executive session. Members may participate in discussions, but may not vote at Board meetings.

Section 2. Special Meetings

Special meetings of the Directors may be called by the President, or by a majority of the Directors 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 pursuant to Section 3 below.

Section 3. Notice of Meetings

Written notice of time and place of regular meetings of the Board shall be posted at least seventy-two hours (three days) prior to the meetings. Written notice shall be given by the Clerk and shall be executed by posting on the Corporation's website and by electronic mail to the Members.

Written notice of the first regular meeting of the Board following any change in the time or place for such meeting, and written notice of all special meetings of the Board, stating the time, place and purpose of the meeting shall be given to each Director at least five days prior to the day fixed for such meeting.

Notice of regular meetings of the Board, when required, 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 at the request of such person or persons.

Written notice shall be done by electronic mail to all Members and by posting on the Corporation's website.

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.

Section 4. Quorum

A majority of the Directors in office shall constitute a quorum. The acts of a majority of the Directors present at a meeting at which a quorum is present at the time a vote is taken shall be the acts of the Board.

**ARTICLE V. MEETINGS OF MEMBERS**

Section 1. Annual Meeting

An annual meeting of the Members shall be held on a date deemed appropriate by the Board or a quorum of Members, but in no case less than once each year. At such time, the Board shall report to the Members the business and financial status, accomplishments, and future directions of the organization. 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 Members may be called at any time by the President, the Board, or by receipt of the Clerk of a written request of ten Members. Special meetings shall be convened not less than ten days or more than forty-five days after being called. If the Board does not set a time and place within 20 days of the request, the Members may choose the time and place for the meeting.

Section 3. Place for Meetings

All meetings of the Members shall be held at such a place in the Town of Westford as the Board may fix from time to time, or in the event of a special meeting, at such place as the Clerk may designate. Remote meetings may be held in place of an on-site meeting whenever conditions or circumstances require such a meeting provided all participants are able to simultaneously communicate, hear each other and participate in the discussion.

Section 4. Notice of Meetings

Notice of an Annual Meeting shall be given at least one month prior to the scheduled date of the meeting. Notice of a Special Meeting of Members shall be given at least ten days prior to the scheduled date of the meeting. The notice shall be given via electronic mail and shall appear on the home page of the Corporation's Website.

Section 5. Presiding Officers

The President shall preside at all regular or special meetings of the Members unless the meeting is called by the Members and the Members choose a Member to run the meeting. In the

absence of the President, the Vice President shall take over the duties of the President for the meeting. The Clerk shall record the minutes of all such meetings.

Section 6. Quorum

Ten percent of Voting Members but not less than fifteen Voting Members shall constitute a quorum. 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.

## **ARTICLE VI. OFFICERS**

### Section 1. Officers

The Officers of the Corporation shall include a President, a Vice-President, a Clerk and a Treasurer. All Officers shall be elected annually by the Board from among their number. No person shall hold more than one office at any one time. Each Officer shall hold office until the next Annual Meeting of the Members, or Special Meeting held in place thereof and thereafter until their successor is chosen and qualified. All Officers may stay in their position for no more than three years at which time a new person must be chosen for the office, unless approved by the Members.

### Section 2. Duties of the 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 Members and 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 deeds, bonds, mortgages, membership certificates, written contracts and other documents. The President shall be the chairperson of the Executive Committee and shall nominate the chairpersons of all other committees. The President shall be an ex-officio member of all committees, excepting the Nominating Committee, and shall perform such other duties as are usually incident to their office or may be required by the Directors.

### Section 3. Duties of the 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 may designate from time to time.

### Section 4. Duties of the Clerk

The Clerk shall issue notices of Directors' and Members' meetings as hereinbefore set forth, shall attend and keep the minutes of the same in suitable minute books, and shall have custody of all corporate books, records, and papers. The Clerk shall also attest the signing by the President of all instruments requiring signing and shall attest to the signing of all other instruments when so required by the President, these By-Laws, or by law. The Clerk or a designee of their choosing shall prepare and file the annual not-for-profit corporation report with the Secretary of State by the statutory date for the filing of such reports; and transfer the corporation's records promptly and

within a maximum of thirty days to a successor Clerk after such successor has been duly elected by the Board. The Clerk shall do such other things as may be required by law, and shall perform such other duties as are usually incident to their office or as may be required by the Directors.

Section 5. Duties of the Treasurer

The Treasurer 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 only at the direction of the Board and shall keep regular books of account showing receipts and disbursements and shall submit a monthly financial statement of all such receipts and disbursements to the Board for their examination and approval. The Treasurer shall deposit in the name of the Corporation all moneys and valuables of the Corporation with a depository or depositories designated by the Board.

The Treasurer shall serve as the interface between the Corporation and its financial institutions, the Internal Revenue Service, and state tax authorities (if required), comply with all requirements of the Internal Revenue Service applicable to nonprofit 501(c)(3) organizations, which shall include the filing of IRS Form 990-N, issue and submit income-reporting forms required by tax authorities with respect to amounts paid to employees (IRS Form W-2) and independent contractors (IRS Form 1099-MISC). The Treasurer shall transfer the Treasurer's records promptly and within a maximum of thirty days to a successor Treasurer after such successor has been duly elected by the Board. The Treasurer shall also perform such other duties as are incident to their office or as may be required by the Directors.

Section 6. Resignation or Removal

Any Officer may resign by delivering their written resignation to the Corporation at its principal office or to any other Officer. Such resignation shall be effective upon its receipt by the Clerk.

The Board or Voting Members may remove from office any Officer by a two-thirds (2/3) vote of Board or Members respectively, whenever in their judgment the best interests of the Corporation will be served thereby.

Any Officer proposed to be removed shall be entitled to at least ten days' notice in writing of the meeting of the Board or Members at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board and Members at such meeting prior to such vote for removal taking place.

Section 7. Vacancies

A vacancy may be filled by majority vote of the Board.

Section 8. Compensation

Officers shall receive no compensation for their services as officers of the Corporation as such; provided, however, that any officer may, if authorized by the Board, be reimbursed for necessary expenses.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Standing Committees**

The standing committees of the Corporation are as follows:

- (a) Finance;
- (b) Community Outreach;
- (c) Legislative;
- (d) Technology; and
- (e) By-Laws & Policy.

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

The President shall nominate the chairpersons and members of all standing committees, subject to the annual approval of the Board.

Where practical, committee members should include volunteers selected from among the Members and community, who bring relevant and valuable skills and commitment to Westford CAT. A majority of the committee members should be Members and Westford residents.

### **Section 3. Other Committees**

The President may nominate, with the approval of the Board, other special or ad hoc committees as required. The President shall define the objectives of said committees, and said committees shall be discharged upon acceptance of their final reports.

### **Section 4. Finance Committee**

The Finance Committee shall develop and recommend to the Board the annual budget, long-range financial plan, and work plan; shall regularly monitor the Corporation's expenses and income; and shall recommend budget adjustments to the Board as needed. The Finance Committee shall also review the annual financial statements; approve required filings and annual audit reports, if conducted; and recommend to the Board the selection of, and fees to be paid to, an independent certified public accountant for the Corporation. It shall be the responsibility of the Finance Committee to report to the Board whether the Corporation is meeting its projected budget; on the scope and adequacy of the annual audit, if conducted, and related fees; to continually monitor and report to the Board 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 dealt with.

Section 5. Community Outreach Committee

The Community Outreach Committee shall identify short- and long-term fundraising goals, and manage board-approved fundraising programs. Also responsible for marketing and membership outreach projects. Works with the Finance Committee.

Section 6. Legislative Committee

The Legislative Committee shall review current state and federal legislation that may impact Westford CAT's future revenue. Identify ways to support legislation through discussion with state and federal representatives, communication to Members and education to the community. Explore alternate revenue generating strategies with the Town and others to offset declining Subscription Fees in light of delayed Legislative action.

Section 7. Technology Committee

The Technology Committee shall review current data storage, post production and equipment status, and identify current and future needs. Prepares formal budget recommendations for needed equipment and services.

Section 8. By-Laws & Policy Committee

The By-Laws & Policy Committee shall review suggestions and recommend By-Law changes; identify current policies, update and publish; and assure policies are comprehensive, current, consistent and complementary.

**ARTICLE VIII. EXECUTIVE DIRECTOR AND STAFF**

The Board may authorize such staff positions as may be necessary in the conduct of the business of the Corporation, including an Executive Director.

The Executive Director shall have the authority and responsibility to manage and operate the Corporation's affairs in accordance with the general policies and directions specified by the Board, shall supervise the daily operations of the other employees, if any, and shall have additional authority and duties, as the Board may from time to time prescribe. All such policies, directions and duties shall be communicated to the Executive Director by the President. The Executive Director shall report to and be directly responsible to the President of the Corporation or to such person or persons as the President may designate.

The Executive Director shall be entitled to compensation for their services. The Executive Director shall not be deemed a member of the Board or the Executive Committee, nor shall they be deemed to be an officer of the Corporation.

The Executive Director is appointed by the Board.

During a vacancy, in the event that the search for an Executive Director is lengthy, the President may appoint an interim Executive Director.

**ARTICLE IX. 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, reasonably incurred by them in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of their being or having been such a Director or officer, except with respect to any matter as to which they shall have been adjudicated not to have acted in good faith in the reasonable belief that their 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: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the 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 their 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 they 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 X. LIQUIDATION OR DISSOLUTION**

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Director, Officer, employee 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 to the Town of Westford in the first instance or, if not, then to such organization or organizations in the Town of Westford which are organized and operated exclusively for similar 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 XI. MISCELLANEOUS**

Section 1. Notice

Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to their address appearing on the books of the Corporation, or in the case of directors or members of another body, supplied by them to the Corporation for the purpose of notice. Email and site-posting may be used as stated in these By-Laws.

Section 2. Notes, Checks, Etc.

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

Section 3. Conduct of Meetings

The latest edition of Robert's Rules of Order shall govern the conduct of all meetings of the Members, the Board, and the Executive Committee, except where the same shall be in conflict with law or these By-Laws.

Standing and special committees report their findings and recommendations to the Board through periodic oral or written status reports, formal written recommendations and suggested motions.

Meetings will normally be held in person (face-to-face), but group meetings via telephone or video conferencing are permissible, when necessary, provided all participants are able to simultaneously communicate, hear each other and participate in the discussion.

**ARTICLE XII. AMENDMENTS**

Any part or all of these By-Laws may be altered, amended or repealed by a two-thirds (2/3) vote of the Voting Members present at a regular or special meeting of the Members duly called for that purpose, provided that written notice of the substance of the proposed alteration, amendment or repeal shall be stated in a notice for such meeting mailed or provided by electronic mail to the Members no less than fourteen days before such meeting.

The Members shall have sole power to change Articles II – Membership, III – Board of Directors, V – Meetings of Members, IX – Indemnification, X – Liquidation or Dissolution, XI – Miscellaneous, and XII – Amendments.

Any other part of these By-Laws may be altered, amended or repealed by a two-thirds (2/3) vote of the Board present at a 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 or provided by electronic mail to the Board and Members no less than fourteen days before such meeting.