



BYLAWS
FOXBORO CABLE ACCESS, INC.

Revised 2026

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FOXBORO CABLE ACCESS, INC.

ARTICLE I: Name

The name of this organization is Foxboro Cable Access, Inc. ("FCATV" or the "Corporation").

ARTICLE II: Purpose

The purpose for which the Corporation is formed is as follows:

- a. To support the production, promotion, or acquisition of educational, cultural and informational programming in the FCATV system and such other purposes that are reasonably related to encouraging, developing and improving the cablecasting of local origination programs.
- b. To foster effective community television programming in the Town of Foxborough ("Town") by promoting open, diverse and equitable access to the community television production and distribution facilities in the FCATV system.
- c. To purchase, lease, exchange or otherwise acquire, hold, store, sell, encumber or otherwise deal in or with any real or personal property as may be necessary or incidental to these purposes; and to carry on any other lawful business which may be conveniently carried out in connection with the above purposes.

This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Code). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the Corporation shall be the carrying of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE III: Offices

The principal office of the Corporation shall be located in the Town, situated in the County of Norfolk, Commonwealth of Massachusetts.

ARTICLE IV: Membership

Section 1: Eligibility

All persons residing in and taxpayers of the Town, organizations with offices in the Town and other persons or organizations who may advance the mission and purposes of the Corporation, who agree to conform to the bylaws of the Corporation, shall be eligible for membership. Membership in this Corporation shall not be restricted.

Section 2: Election

Applicants for membership who are residents or taxpayers of the Town, or organizations and businesses based in or serving the Town, may be admitted to membership by the Executive Director. All other applications for membership shall be referred to the Board of Directors ("Board") for action thereon. The Board shall act on the application for membership by majority vote of the directors present and voting at a regular or special meeting of the board. The right or interest of a member shall not terminate except upon the happening occurrence of any of the following events: (1) death; (2) resignation; or (3) dissolution or liquidation of the Corporation.

Section 3: Categories

- a) **Individual Member:** Individual Membership is restricted to individuals who are paid subscribers to any/all cable television providers that pay a cable franchise fee and provide cable television access to the Town, or, for which membership is accompanied by one year's dues.
- b) **Organizational Member:** Organizational Membership is restricted to corporations, institutions, or other organizations located within the Town. Application must be accompanied by one year's dues and include the name of its voting delegate and designee.
- c) **Family Member:** Family Membership is restricted to families consisting of not more than two adults and any children (under the age of 18) who reside at the same premise and are paid subscribers to any/all cable television providers providing services within the Town, or, for which membership is accompanied by one year's dues. Application must include the name of its voting delegate.

Section 4: Privileges

All Individual Members and designated delegates of Organizational or Family Members shall have the right to notice of upcoming Annual and Special Meetings, to participate in such meetings, and to vote for or be eligible for election to the Board.

Section 5: Dues

The dues of the Corporation shall be determined by the Board and shall be maintained at a level reasonably intended to cover the direct cost 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 as may be appropriate).

ARTICLE V: Meetings

Section 1: Annual Meeting

The Annual Meeting of Members shall be held in the month of December for the purpose of electing Directors, presenting an Annual Report, and transacting such other business as may properly come before the meeting. If the Annual Meeting occurs after the start of the fiscal year, the Corporation shall operate under a provisional budget approved by the Board until the Annual Meeting, at which time the budget for the fiscal year will be ratified.

Section 2: Special Meetings

Special Meetings of Members shall be called by the Chair upon request of a majority of the Board of Directors or upon written request submitted to the Clerk by not less than one tenth of all Members entitled to vote at such meeting. Requests for Special Meetings shall state the purpose or purposes for which the meeting is to be held and only business relevant to those purposes shall be transacted. Special Meetings shall be held not more than thirty days following receipt of the request by the Secretary.

Section 3: Location of Meetings

The hour and place of Annual and Special Meetings of Members shall be determined by the Board of Directors subject to the provisions of these Bylaws. The Board may also authorize hybrid meetings allowing both in-person and remote participation as appropriate.

Section 4: Notice of Meetings

A written notice stating the purpose or purposes for which the meeting is called, and the date, hour, and location of every Annual and Special Meeting of Members shall be communicated by electronic means if so chosen by the Members, and via posting and communications through the Corporation's various correspondence and social media outlets, or, alternatively via publication in a newspaper of local distribution. The notice shall be regularly displayed on the access channels managed by the Corporation at least ten days prior to the meeting. For Members enrolling within thirty days of such Annual or Special Meeting, reasonable efforts to provide notification shall be undertaken, but notification in the manner described above may not be guaranteed.

Section 5: Conduct of Business

The order of business at all Annual and Special Meetings of Members shall be determined by the Board, and shall be conducted substantially in accordance with Robert's Rules of Order. There shall be no voting by proxy. Annual and Special Meetings of Members shall be presided over by the following officers: The Chair, Vice Chair, Clerk, and Treasurer, or if none are present or in office, someone designated by the Chair or chosen by most of the Members in attendance. The Clerk shall

act as Clerk at every meeting. When the Clerk is not available, the Chair may appoint a Clerk for that meeting.

Section 6: Quorum

Except as provided by law, ten (10) members shall constitute a quorum at a Meeting of Members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote.

Section 7: Electronic Meetings and Notices

Section 7.1 Electronic Participation

Directors, Officers, Members, and committee members may participate in meetings by conference telephone, video conference, or other communications equipment permitting simultaneous communication. Participation by such means constitutes presence in person.

Section 7.2 Electronic Notices

Notices required under these Bylaws may be delivered by electronic mail or other reliable electronic method to the address provided by each Director, Officer, or Member. Delivery is effective upon transmission.

ARTICLE VI: Board of Directors

Section 1: Composition

The Corporation shall be managed by the Board. Each Director of the Board shall be at least eighteen years of age and shall be a Member of the Corporation during his/her directorship. The size of the Board may be increased or decreased by proposal by a majority of the Board and approval by a majority of Members present and voting at the next Annual Meeting of Members. The Board shall consist of no less than six Directors, two of which will have been appointed as noted in Section 5.1, below.

Section 2: Duties

The Board shall have and may exercise all powers of the Corporation except as reserved by law, the Articles of Organization, or these Bylaws.

Section 3: Meetings

An Annual Meeting of the Board shall be held within thirty days after the Annual Meeting of Members for the purpose of electing officers and transacting such other business as may properly come before the meeting. All other meetings shall be held at such time and place as shall be fixed by the Board from time to time. Written notice, including the purpose of the meeting, will be given to all Directors at least 48 hours prior to the meeting. The Board may meet in person, by teleconference or by means of any other communications equipment by which all people participating in the meeting can contemporaneously communicate with each other.

Section 4: Terms of Office

A term of office for Directors shall be adopted and elected for staggered three year terms. Directors appointed for terms of three years shall hold office until the Annual Meeting of the Board following the third Annual Meeting of Members. The Board may adjust elected terms of office presented to the members in order to have an equitable number of directors terms expiring in any given year. Each Director shall hold office until the expiration of the term for which he/she was elected or until his/her prior resignation or removal as hereafter provided. Directors' terms of office shall begin at the Annual Meeting of the Board following their election. Notwithstanding the expiration of a particular term, the Director shall serve until his or her successor shall have been duly elected and qualified, unless such Director shall die, resign, shall become disqualified or disabled or shall otherwise be removed.

Section 5: Nomination and Election

Nomination of Board Members. A nominating committee created by the Board may propose a candidate for each vacancy of an elected Board seat or may adopt an alternative method of selection. Following acceptance of the proposed slate by the Board, the slate of candidates shall be communicated to the Membership, in a manner determined by the Board, no less than ten (10) days prior to the annual meeting.

Section 5.1: Appointed Board Members

Two Directors shall be chosen by the Board from the Membership to staggered terms, one to be confirmed for appointment with input from the Town's Select Board and the second to be confirmed for appointment with input from the Town's School Committee, for inclusion in the business of the Corporation. Additionally, newly-created vacancies in the Board of Directors may be filled by a vote of that body which originally selected the Director for whose seat a vacancy exists. If a vacancy is caused by resignation, death or removal before the end of a term, a Director may be elected by the Board of Directors to hold office for the unexpired term of the predecessor Director.

Section 6: Removal

Any Director may be removed from office for cause by a 2/3 majority of the Board of Directors, except for those Appointed Board Members. In the event of cause to remove an Appointed Board Member, the Board shall seek such removal by the relevant appointing Town organization that initially made the appointment. Cause for removal may include, but is not limited to, gross misconduct or misappropriation of funds. Failure of a Board member to attend four Board meetings in a twelve-month period commencing with the first missed meeting shall be deemed a resignation from office effective seven days following the fourth missed meeting unless the Board member has been granted a leave of absence.

Section 6.1: Leave of Absence

A leave of absence may be granted by a simple majority vote of a quorum of the Board.

Section 7: Disqualification

Other than the Executive Director in their official capacity as detailed in Article VIII, below, no employee of the Corporation serving more than a per diem capacity, nor applicant for a full or part-time, non-seasonal position with the Corporation, shall sit on the Board. Nor shall members of the immediate family of such persons, as defined by MGLA Chapter 268A, sit on the Board. Nor shall any member of the immediate family of a Director be an employee of the Corporation. No officer, director, employee, or stockholder of the entity that holds the FCATV license, nor any member of the immediate family of the foregoing may sit on the Board. Only one member of the same family as defined by MGL Chapter 268A may serve on the Board at any given time.

Section 8: Vacancies

If a vacancy occurs more than 60 days from the next Annual Meeting of Members, applicants may be actively recruited and the vacated position filled by the Board. The remaining term of the position shall be added to the seats to be filled by election at the next Annual Meeting. This appointment must follow the appointment guidelines laid out by Section 5.1.

Section 9: Quorum

A majority of the entire Board shall constitute a quorum. Whenever a vacancy or vacancies on the Board of Directors exists, then a quorum shall consist of a majority of the Board, excluding the vacancy or vacancies.

Section 10: Presiding Officer

The Chair shall preside at all meetings of the Board. If the Chair is absent, the Vice Chair of the Board shall preside. In the event that the Chair and the Vice Chair are absent, then the Treasurer or the Clerk shall preside as voted on by the members of the Board present.

ARTICLE VII: Officers and Committees

The Board shall elect from among themselves a Chair, Vice Chair, Treasurer, Clerk, and such other officers as they deem necessary. No person shall hold more than one office at any one time.

Section 1: Terms of Office

All officers shall hold office until the next Annual Meeting of the Board.

Section 3: Duties of Officers

a) Chair

The Chair shall preside at all meetings of the membership and the Board; when duly authorized by the Board, sign and execute all contracts in the name of the Corporation, be a voting ex-officio member of all committees; with the approval of the Board, appoint Chairs and members of all committees; sign checks, drafts, notes, and orders for the payment of money which shall have been duly authorized by the Board for amounts as authorized by the Board pursuant to its Financial Controls Policy; and perform such duties as ordinarily pertain to the office.

b) Vice Chair

During the absence or disability of the Chair, the Vice Chair shall have all the powers and functions of the Chair.

c) Treasurer

The Treasurer shall be the Chief Financial Officer of the Corporation and shall oversee its accounts and books, be responsible for the care and custody of the assets of the Corporation, when duly authorized by the Board of Directors, countersign and execute all contracts in the name of the Corporation; sign checks, drafts, notes, and orders for the payment of money which shall have been duly authorized by the Board pursuant to the Corporation's Financial Control Policy, as approved by the Board; and perform such duties as ordinarily pertain to the office.

d) Clerk

The Clerk shall keep the Minutes of Meetings of the Board and the Minutes of the Meetings of the Members, and shall attest the same to documents duly authorized by the Board; serve all notices for the Corporation which shall have been authorized by the Board; have charge of all books and records of the Corporation; and perform such duties as ordinarily pertain to the office.

In the event of the unavailability of either the Chair or Treasurer, the Board of Directors may authorize alternate individuals to serve as the secondary signature on checks for the payment of money which shall have been duly authorized by the Board of Directors in accordance with the Financial Controls Policy, or over when countersigned by the Treasurer or Chair.

Section 4: Committees

The Board may designate, from their number, an Executive Committee, and, from the membership, other standing and ad hoc committees. Such committees shall have such authority as the Board may delegate.

ARTICLE VIII: Executive Director

The Executive Director shall have the authority and responsibility to manage and operate the Corporation's activities and affairs, shall supervise the daily operations of the other employees and shall have additional authority and duties, as the Board may from time to time prescribe. All such policies, directions and duties as determined by the Board shall be communicated to the Executive Director through the President of the Corporation. The Executive Director shall be entitled to compensation for his or her services. The Executive Director serves as an ex-officio member of the Board, is deemed to be an officer of the Corporation.

ARTICLE IX: Amendments

Unless otherwise prohibited by law, the Bylaws of the Corporation may be amended if proposed by a two-thirds majority of the Board and approved by a majority of the Members entitled to vote present and voting at an Annual or Special Meeting of Members.

ARTICLE X: Miscellaneous

Section 1: Personal Liability

The Members of the Board shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and properties of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damage, judgment or decree, or for any money that may otherwise become due and payable to them from the Corporation.

Section 2: Indemnification

To the fullest extent permitted by Chapter 180, Section 3 of the Massachusetts General Laws as it exists or may be amended, the Directors of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which they become subject by reason of being or having been a Director, whether or not they continue to be a Director at the time of the adjudication of such claim or liability. The Corporation shall also indemnify such Directors for any and all legal and other expenses reasonably incurred by them in connection with any actual or threatened action, suit, or proceeding to which they may be made a party by reason of being or having been such a Director whether or not they continue to be a Director at the time of incurring such expenses. No Directors shall be indemnified against any action claim, suit, or proceeding in which they shall be finally adjudged liable by reason of their own negligence or willful misconduct. No Director shall be indemnified against the cost of any compromise or settlement unless the same shall have been approved in advance by the Board.

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future U. S. Internal Revenue law) is not affected thereby, indemnify each Director (including persons who serve at its request as Directors, Officers, or trustees of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgment, in compromise or as fines and penalties and counsel fees, reasonably incurred by him/her in connection with the defense of disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened while in office or hereafter, by reason of his/her being or having been a Director.

Section 3: Reimbursement

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

Section 4: Dissolution

Dissolution of the Corporation will be in accordance with the Articles of the Organization. Upon dissolution all channel capacity provided to the Corporation reverts to the sole control of the Licensee and all assets are turned over to the Town.

Section 5: Fiscal Year

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

Section 6: Financial Review

Unless otherwise established by law, the accounting books of the Corporation shall be reviewed tri-annually by an independent certified public accountant retained by the Board, or as otherwise determined by the Board, and the report of such accountant shall be filed with the records of the Corporation. The Board shall have an opportunity to review the report of such accountant and submit any written questions regarding the report.

Section 7: Execution of Corporate Instruments

Mortgages, bonds, notes, and 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 Chair, Treasurer, and such other officer or officers as the Board may from time to time determine by resolution. Checks for payments for services rendered or for expenditures that have been approved by the Board shall carry the signature of the Executive Director, Treasurer, or the Chair. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

Section 8: Financial Controls

The Board shall adopt and maintain a Financial Controls Policy, which may be amended from time to time as the Board deems appropriate, that establishes authorization limits and approval procedures for disbursements, including check writing, electronic payments, credit card use, and automatic withdrawals. This policy shall include thresholds for dual authorization and processes for review and oversight. Notwithstanding the terms of the Financial Control Policy once adopted or amended, all disbursements over \$1,000 by check require two authorized signatures, and any electronic payments and/or ACH transfers over \$1,000 must be supported by written approval, in the format as deemed appropriate by the Board, from a second officer or board designee prior to payment. Further, the Financial Controls Policy may allow for recurring payments (e.g., utilities, payroll, credit card, etc.) to be satisfied via automatic payment once approved as part of the annual budget or by separate board vote.

Section 9: Dues

The Board may, from time to time, adopt a schedule of Annual Member Dues which may vary by member category. For Members who are paid subscribers to any/all cable television providers providing services within the Town, their subscribership shall be deemed sufficient for participation as a Member in lieu of dues. Dues amounts shall be maintained at reasonable, affordable levels and shall be posted on the FCATV website. The Board of Directors may elect to waive dues on fact specific bases, and, from time to time, may establish additional fees (e.g., insurance for equipment usage) as deemed fiscally appropriate for services.

Section 10: 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 personal interest. All grants and other transactions shall be conducted at arm's length and shall not violate the proscriptions in these bylaws, 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 Code and its regulations as they now exist or as they may be hereafter amended.

Section 11: Non-Discrimination

Selection of the Board, Officers of the Corporation, Members, volunteers and staff shall not be based on race, color, religion, age, national origin, disability, gender identity, or sexual orientation.

Section 12: 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 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. In the event that such inter-municipal or inter-entity agreements involve a formal joint venture, formal partnership or contractual relation result in a change in the intended mission, audience or membership of the Corporation, or otherwise result in other municipalities' residents or other studio or programming entities having regular benefit or use of assets or resources of the Corporation, such agreements must be approved by the Board of Directors.

Section 13: Legal Conflicts

No individual shall be eligible to serve, or continue serving, as a Director while they are a party to any legal action against the Corporation that creates a conflict of interest or significant reputational risk. The Executive Committee shall review such matters and may recommend suspension or removal consistent with Article VI, Section 6.