

AMHERST COMMUNITY TELEVISION INCORPORATED BY- LAWS

Revisions adopted 05/07/0909/16/2009

ARTICLE 1. Name, Location & Purposes

Amherst Community Television, Incorporated is also known as ACTV, ACTV Community Media Center, etc. It is currently located at 246 College Street, Amherst, Massachusetts, 01002. Purposes of ACTV as stated in the Restated Articles of Organization filed with the Secretary of the Commonwealth of Massachusetts on September 29, 1999 are:

ACTV provides a means for any person or group in the community to use communications media, including cable television to communicate with others. It makes available video equipment, facilities, and instructions so that any member of the community can make programs and have them cablecast on the public access channel. ACTV disseminates information about community access television, its current status, equipment, operating procedures, and promotes activities centered on public access television. ACTV further provides access to emerging communications technologies as equipment and connections become available.

ACTV may also engage in other activities designed to support the primary educational purpose of the organization, as defined in Section 501 (c) (3) of the Internal Revenue Code of 1954, and amendments. ACTV, generally, may act to accomplish the foregoing objectives, including, but not limited to, buying, selling and leasing real estate, and applying for and holding any and all necessary licenses or permits that may be required by any state or local authorities.

ARTICLE 2. Membership eligibility, dues, year, notices & voting

Individuals residing, working, or studying in Amherst, Leverett, Shutesbury, or Pelham or businesses, organizations or institutions located in said towns, and who subscribe to the purposes of ACTV are eligible for membership. The Board of Directors may set dues for membership. Memberships shall be effective for one year from the date that dues from the member are received by ACTV. Members shall be notified at least two weeks prior to the end of their term of membership for an opportunity to renew their membership to avoid a lapse in membership. Members shall receive notices of all meetings of the corporation by U.S. Mail and Email and shall be eligible to vote on any item of business brought to such meetings for the membership by the Board of Directors. Individuals residing, working, or studying in Amherst or individuals affiliated with businesses, organizations or institutions located in said town, and who subscribe to the purposes of ACTV are eligible for membership. The Board of Directors may set dues for membership. Memberships shall be effective from October 1 through September 30. Members shall receive notices of all meetings of the corporation by U.S. Mail and Email and shall be eligible to vote on any item of business brought to such meetings by the Board of Directors.

ARTICLE 3. Board of Directors

3.1 COMPOSITION & TERMS: The governing body of the corporation shall be a Board of Directors of 13 members who shall also be members of the corporation.

3 members shall be appointed to serve at the will of the designated appointing authorities as follows:

1 member appointed by the Amherst Board of Selectmen.

1 member appointed by the Amherst Regional School Committee.

1 member appointed by (appointive body for higher ed representative.)

5 members shall be elected by the Board of Directors to 3-year terms as follows:

Term expiring October 1, 2009

Term expiring October 1, 2009

Term expiring October 1, 2010

Term expiring October 1, 2010

Term expiring October 1, 2011

Term expiring October 1, 2008

Term expiring October 1, 2009

Term expiring October 1, 2009

Term expiring October 1, 2010

Term expiring October 1, 2010

5 members shall be elected by the members of the corporation to 3-year terms as follows:

Term expiring October 1, 20082009

Term expiring October 1, 20082009

Term expiring October 1, 20092010

Term expiring October 1, 20092010

Term expiring October 1, 20102011

Elected members of the Board of Directors may serve only 2 full and continuous terms except for such additional time as may occur when their service shall also include an unexpired term of 18 months or less. Such directors shall not be eligible for further election to the Board without an absence of 1 year. Appointed members of the Board of Directors serve at the will of their designated appointing authorities.

3.2 DUTIES: The Board of Directors shall be responsible for the conduct of the business of the Corporation; for all matters pertaining to incorporation; for the maintenance of the non-profit status of the Corporation; for all matters pertaining to the tax-exempt status of the Corporation; for meeting regularly with the Executive Director as to station operations; for appointing staff members who shall have such duties and responsibilities as are from time to time assigned to them; for the establishment and control of the budget for the Corporation including authorizing expenditures of the Corporation; for developing sources of funds to support public access or any other purpose compatible with the purposes of the Corporation; and for any other matters not specifically reserved to the members.

3.3 NOMINATION & ELECTION OF MEMBERSHIP-ELECTED DIRECTORS: A written request for nominations for all vacant membership-elected Board positions and notification of the date of the annual meeting shall be sent to all current members at least 6 weeks prior to the Annual Meeting. Nominations must be received by the Nominating Committee at least 20 days prior to the Annual Meeting. Nominees shall be members of the Corporation at the time of their nomination as candidates for Board membership. A report by the Nominating Committee of the election process shall be submitted to the Board of Directors at least 15 days prior to the Annual Meeting. Elections will take place at the Annual Meeting of the Corporation. Ballots will be mailed to members at least 10 days prior to the Annual Meeting. Voting may be cast by personal delivery of a ballot to ACTV prior to the election or at the Annual Meeting. Only individuals who have been members for at least 30 days prior to the date of the Annual Meeting are eligible to cast a vote. Members must renew lapsed memberships at least 30 days prior to voting the annual meeting in order to be eligible to vote. Absentee votes are allowed in the event of illness or absence from Amherst during the 10 days prior to the election provided that the completed ballot is mailed so as to arrive on or before the day of the Annual Meeting and has the name and address of the member and "absentee ballot" written on the outside envelope with a letter inside establishing the reason for the absentee the ballot enclosed within. All valid ballots shall be tallied at the Annual Meeting. Directors shall be elected by plurality vote. Tie votes shall be decided by an immediate run-off election at the Annual Meeting by those eligible members present who had registered their attendance prior to the beginning of the voting.

3.4 ANNUAL BOARD REORGANIZATION & ELECTIONS: At the conclusion of the October Annual Meeting, the Board shall reconvene as a newly-constituted body for the purpose of electing or re-electing members to new three-year terms and vacancies of shorter terms. Officers of the corporation will also be elected and shall continue in office until their successors are elected and assume office. Other appointments may be made at this reorganization meeting.

3.5 UNEXPIRED TERMS: Any vacancy on the Board of Directors arising at any time and for any cause shall be filled for the remainder of the unexpired term as soon as possible. Replacement for a Board-elected director shall be done through nomination and election by the Board at a Board meeting called for that purpose. Replacement for a member-elected director shall be done through nomination and election by the members at a members meeting called for that purpose unless it is within 120 days of the annual meeting and then the seat will remain vacant until it is filled in the elections at the annual meeting. The vacant seat shall be listed separately on the ballot and members need to be nominated specifically for that seat. Directors shall be elected by plurality vote.

3.6 REMOVAL OF DIRECTORS Any director may be suspended or removed by a vote of 2/3rds of the directors then in office. Any director proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the Board meeting at which such removal is to be voted upon, showing the cause for the proposed removal, and shall be entitled to appear before and be heard by the Board at such meeting prior to such vote for removal taking place.

ARTICLE 4. Officers

4.1 DESCRIPTION: Officers of the Corporation shall be a President, Vice-President, Clerk, and Treasurer elected by the Board of Directors from among Board members.

4.2 EXECUTIVE COMMITTEE: The President, Vice-President, Clerk and Treasurer shall constitute an Executive Committee and each shall be elected at the meeting of the Board of Directors following the Annual Meeting from among the directors and serve one-year terms. The President and Vice President shall serve no more than 2 consecutive terms and nNo officer shall serve more than 6 consecutive years on the Executive Committee with such limitation commencing at the meeting of the Board of Directors following the 2008 2009 Annual Meeting except for such additional time as may occur when service shall also include an unexpired term of 18 months or less.

4.3 PRESIDENT'S DUTIES: The President shall call, prepare agendas for and conduct all meetings of the Board and the corporation; make committee assignments with the exception of the Executive Committee; name an initial convener for each committee who shall serve as chair until or unless another chair is elected by the committee; refer matters to appropriate committees; coordinate the activities of committees; serve as chair of the Executive Committee and *ex officio* member of all other committees; coordinate the implementation of policies adopted by the Board; serve as the primary contact between the staff and the Board; represent ACTV as necessary; and perform such other duties as may from time to time be required. The President may delegate her/his authority to represent the Board and may delegate such other authority as he/she deems appropriate.

4.4 VICE PRESIDENT'S DUTIES: The Vice-President shall perform the duties of President in the event of the President's absence or inability to serve and perform such other duties as may from time to time be required.

4.5 CLERK'S DUTIES: The Clerk shall be responsible for the preservation of the official records and documents of the corporation; for recording and distributing minutes of meetings of the corporation and the Board; for insuring that the membership lists of the corporation are maintained; and for carrying out such other duties and responsibilities as may from time to time be assigned by the Board or the President.

4.6 TREASURER'S DUTIES: The Treasurer shall be elected by the Board of Directors and serve at the will of the Board.

S/he shall be responsible for insuring that the financial affairs of the Corporation are in order under the general direction of the Board of Directors and have such duties related to the financial and business matters of the corporation as may from time to time be assigned by the Board or the President.

4.7 VACANCIES: When an officer's position becomes vacant because of resignation, removal, or inability to serve, it shall be filled by election at the next meeting of the Board of Directors.

ARTICLE 5. Meetings

5.1 MEETING RULES: All meetings of the Board and the corporation shall be conducted in accordance with *Robert's Rules of Order* (latest edition).

5.2 ANNUAL MEETING: The Board shall call the Annual Meeting of the corporation during the month of October.

5.3 CORPORATION MEETINGS, NOTICES & QUORUM: Other meetings of the corporation may be called by the President or upon receipt by the Board of a petition signed by 15 members of the corporation stating the specific items of business upon which action is anticipated at such meeting. The Clerk shall send out notices of meetings of the corporation, including the items of business by U.S. Mail and Email to members of the corporation dated and/or postmarked at least 10 days before any meeting. Meeting notices shall also be posted on ACTV's website. A quorum at meetings of the corporation shall be 15 members.

5.4 SCHEDULING OF BOARD MEETINGS: The Board of Directors shall schedule its monthly meetings for the following year at its first meeting following the Annual Meeting. Monthly meetings are subject to change and additional meetings may be called if needed. All agendas will be sent to Board members by Email, U.S. Mail or by personal delivery and posted on the ACTV website and sent to membership via ACTV listserv at least 48 hours before the meeting.

5.5 BOARD MEETINGS QUORUM: A quorum at meetings of the Board of Directors shall be at least 50 per cent majority of the Directors then serving.

5.6 BOARD ATTENDANCE REQUIREMENT: A member of the Board of Directors with 3 absences from board meetings within any business year without prior written notice to the President for each absence that is noted in the meeting minutes may be removed from the Board using the procedures stated in article 3.6.

ARTICLE 6. Committees

6.1 COMMITTEE APPOINTMENTS: The Board of Directors shall create as many committees as it shall deem necessary, to be appointed by the President at a monthly meeting. There shall be 6 required committees: Executive, Personnel, Technical, Membership/ Outreach and Fundraising, Finance and Budget, and Nominations & Elections. Membership of all committees except the Executive Committee may include persons other than Board members and credible efforts must be made to create well-working committees that are balanced and reflective of the diverse communities ACTV serves.

6.2 BOARD MEMBERS REQUIREMENT: Each Board member shall serve on at least one committee.

6.3 CHAIRPERSON & REPORTS: Each committee shall elect a chairperson who shall regularly report to the Board through the President in writing on business of the committee including recommendations and scheduled dates and times of all meetings.

6.4 EXECUTIVE: The Executive Committee shall consist of the 4 officers of the board. It shall advise the Board and assist the Executive Director and Staff concerning the budget; appointment, review and compensation of staff; plus development and implementation of personnel policies. The Executive Committee shall work with staff to develop and implement policies concerning the use of facilities and equipment, and the resolution of issues of conflict, grievance, and liability. When emergency needs arise, the Executive Committee is empowered to act on behalf of the Board. The Executive Committee shall report any and all of its decisions and actions for ratification by the Board at its next regularly scheduled meeting.

6.5 PERSONNEL: The Personnel Committee shall include at least 2 members of the Board. It shall investigate and make recommendations to the Board on matters relating to ACTV employees and volunteers.

6.6 TECHNICAL: The Technical Committee shall include at least 2 members of the board. It shall inform and advise the board on matters pertaining to technologies and equipment and make recommendations to the board.

6.7 MEMBERSHIP, OUTREACH and FUNDRAISING: The Membership, Outreach and Fundraising Committee shall include at least 2 members of the Board. It shall advise the Board on matters pertaining to the recruitment of volunteers, retention of members and other matters relating to fundraising, membership and community relations including public information.

6.8 FINANCE and Budget: The Finance Committee shall include at least 2 members of the Board. It shall inform, advise and make recommendations to the Board on budget matters and new revenue sources.

6.9 NOMINATIONS & ELECTIONS: The Nominations & Elections Committee shall consist of at least 5 members of the corporation, at least 2 of whom shall be current Board members. It shall be responsible for presenting diversified slates of candidates for election to the Board, for suggesting candidates for community appointments and for replacement members to fill vacancies and unexpired terms. The Nominating Committee shall oversee the process of soliciting nominations from members of the corporation to fill the vacated seat of any member-elected director.

ARTICLE 7. Liability

The Officers and Directors of the Corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as an officer or director, except 1) for any breach of the officer's or director's duty of loyalty to the corporation or its member, 2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or 3) for any transaction from which the officer or director derived an improper personal benefit.

ARTICLE 8. Fiscal Year

The fiscal year of the Corporation shall be from July 1 to June 30.

ARTICLE 9. Adoption

These By-Laws shall be effective upon their adoption by a majority of the Board of Directors present and voting at a meeting of the Board when the item for approval appears on the regular agenda for such meeting.

ARTICLE 10. Amendments

These by-laws may be amended by a 8 2/3rds vote of seated members present and voting at any meeting of the Board, called specifically for that purpose with 10 days advance notice given to the

membership with notification of all changes to be proposed at that meeting.. In addition, a petition of 15 members of the Corporation shall be sufficient to call a meeting of the Board of Directors for the purpose of amending the by-laws.

ARTICLE 11. Dissolution

The Corporation shall be dissolved by 9 votes of the Board at a meeting for which that action shall have been announced by written notice at least 14 days in advance of the meeting at which dissolution is to be considered. The Board of Directors shall continue in existence as the corporation until the corporation is legally dissolved, and shall be responsible for carrying out the dissolution if so voted. Upon the dissolution of the corporation and after paying or making provisions for the payment of all liabilities of the corporation -- all assets of the corporation shall revert or be transferred to the Town of Amherst.