

By-laws of Hingham Community Access and Media, Inc. d/b/a Harbor Media
Adopted January 18, 2011
Amended November 30, 2015
Amended July 01, 2022

Article 1
Name, Purposes, Powers and Related Matters

The name of Hingham Community Access and Media, Inc. (hereinafter in these By-laws referred to as the "Corporation"), the location of its principal office and its purposes shall be as set forth in the Articles of Organization and these By-laws, and the Corporation shall be exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended from time to time, and shall, as its primary activity, provide noncommercial public, educational and governmental cable access and related technology services to the residents, schools, businesses, local government and other institutions within the Town of Hingham and within any other contractual service area, which may change from time to time (collectively the "Service Area").

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

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

Article 2
The Members

1. Eligibility

All residents of the Service Area and organizations based in the Service Area are eligible for membership in the Corporation.

2. Qualification for Voting Membership

Voting membership in the Corporation is open to individuals residing in the Service Area or in the case of an organization based in the Service Area, such organization may be an organizational member and have one vote, which vote may be cast by a duly appointed representative of said member organization and, to vote, such residents or organizations must demonstrate their interest in the affairs of the Corporation by:

- a. Completing and returning to the Corporation an Access Membership Enrollment Form;
- b. Paying the prescribed membership dues, if any, by category, as they may from time to time be established by the Board of Directors; and

c. Having been Members of the Corporation for at least sixty (60) days prior to any meeting of members.

3. Annual Meeting of Members

The Annual Meeting of Members shall be held in the Service Area, at such place as the Board of Directors agree, each year during the months of September or October for the purpose of electing Directors and transacting such other business as may properly come before the meeting. The time and place of the Annual Meeting shall be determined by the Corporation's Board of Directors and Members shall be notified of each meeting as provided herein.

4. Special Meeting of Members and/or Directors

Special Meetings of Members and/or Directors shall be called by the President upon request of the Board of Directors or upon written request therefore submitted to the Corporation by not less than one-tenth of all members entitled to vote at such a meeting.

5. Notice of Meetings

A written notice of every annual or special meeting of the Corporation, stating the place, date, hour, and purpose shall be mailed, delivered or emailed not less than seven (7) nor more than thirty (30) days before the date of the meeting to each member entitled to vote at such meeting at his or her address or email address as it appears upon the records of the Corporation. Notice shall also be displayed several times, at varying times of the day, on the cable television channel(s) managed by the Corporation during the notice period described above.

6. Quorum of Members

- a.) Five percent of the voting members, but not less than five members, shall constitute a quorum at any annual or special meeting of the members. Members may only vote at such meeting in person. If a quorum shall fail to attend, a majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present in person. At such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally notified. (See Article 3, Section 8 re Quorum of Directors).
- b.) In the event that there are fewer than 15 members, the Board of Directors shall retain the power to vote on any matter which would otherwise be reserved for the vote of a quorum of members.

7. Procedure for Voting

Members shall be entitled to vote on matters submitted to the Members for approval at meetings of the Members, including the election of future Boards of Directors with respect only to Directors not otherwise subject to appointment; and subject to the Board of Directors having the authority to vote on all corporate matters. In the case of a conflict between a vote of the Members and Directors, a vote of a majority of the Directors shall prevail. Those eligible to vote on a question may only vote in person.

A Director may be a member if he or she otherwise meets the criteria for membership.

8. Members' Dues

The Board of Directors may, from time to time, adopt a schedule of reasonable membership fees.

Article 3 Board of Directors

1. Powers

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

2. Tenure and Qualifications

The Board of Directors shall have five (5) to nine (9) Directors. A majority of the Directors shall be residents of the Town of Hingham. Those Directors presently serving in office as of the date of the adoption of these revised bylaws may remain in their position for the remainder of their present terms. Terms for all Directors shall be for three (3) years. Successor Directors shall be appointed or elected following the expiration of a Director's term as follows. The Hingham Select Board will in its discretion appoint a up to two Directors. In the event that the Hingham Select Board does not fill one or both of those seats, the seats shall remain open until the Hingham Select Board acts to fill the vacant seat(s). Successors to the other Directors not appointed by the Select Board shall be elected, in accordance with these bylaws, by the Corporation's membership. Each Director shall hold office until his or her successor is elected or appointed unless removed prior thereto in accordance with law and these By-Laws. Any Director appointed by the Hingham Select Board may be removed without cause by the Hingham Select Board, and a replacement Director shall be appointed by said Select Board for the unexpired balance of the removed Director's term. Elected successor Directors not appointed by the Select Board shall only be removed in accordance with these by-laws.

3. Nomination and Election of Elected Directors

Successor Directors to be elected (not those appointed by the Select Board) shall be selected in the following manner: no later than thirty (30) days prior to the annual meeting of the Corporation, a Nominating Committee of the Board of Directors shall notify the members of the Corporation of upcoming elections and shall request suggested nominees. The Nominating Committee shall be charged with the responsibility of compiling a slate of candidates from these submissions for election to the Board.

In addition to the candidates selected by the Nominating Committee, any member may become a candidate for election to the Board of Directors by presenting the Nominating Committee with a petition for special nomination signed by at least one-tenth of the eligible voting members of the Corporation no later than fourteen (14) days prior to the date of the annual or special meeting at which the election is to occur. Such candidates will be added to the Nominating Committee Slate for positions on the Board of Directors. Signatures for purposes of this Section shall be deemed valid unless challenged prior to or as of the date of the election.

4. Removal of Directors, Vacancies

Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without reasonable excuse may be removed from the Board of Directors by a majority vote of the Select Board for its appointed Directors and by a majority vote of the Board of Directors for

elected Directors at a regular or special meeting of the Board of Directors. Elected Directors may also be removed for other cause by a vote of three fifths (3/5) of members voting at a duly noticed meeting having a quorum of members present.

Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing with statement of cause by mail of the meeting of the Select Board, meeting of the Board of Directors or meeting of members, as applicable, at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Select Board, Board of Directors or members, whichever is applicable, at such meeting prior to such vote for removal taking place.

Any vacancy of an elected Director during a term shall be filled by the Board of Directors until the next scheduled election, except any vacancy of a Director appointed by the Select Board shall be replaced by the Select Board for the remainder of the unexpired term of the vacant position.

5. Disqualification

No member of the Corporation's staff or applicant for a position with the Corporation shall serve as a member of the Board of Directors. No immediate family member of the Corporation's staff shall serve as a member of the Board of Directors nor shall any immediate family of a member of the Board of Directors be an employee of the Corporation (immediate family is defined as the person's spouse, parents, children, brothers and sisters).

6. Schedule of Meetings

The Board of Directors shall hold at least four (4) regular director's meetings during each fiscal year of the Corporation.

The Board of Directors may hold special director's meetings whenever requested by the President or two fifths (2/5) or more of the Directors then in office.

The Clerk shall cause written notice of the regular and any special director's meetings to be mailed, delivered or emailed to each Director at least five (5) days before the date of the meeting at his or her address or email address as it appears upon the records of the Corporation, unless all of the Directors attend or sign a written waiver of notice.

7. Quorum of Directors

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

8. Action of the Board of Directors

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Corporation's Articles of Organization or these By-Laws.

9. Compensation of Directors

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

Article Four Officers

1. Officers

The officers of the Corporation shall consist of a President, Secretary (also known as Clerk), Treasurer, and such other officers as the Board of Directors may deem desirable.

All officers shall be elected by the Board of Directors from the Board of Directors. No person shall hold more than one office at any one time. Each officer shall hold office until the meeting following the next annual meeting of the corporation, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

The Board of Directors may remove from office any officer by a vote of three fifths (3/5) of its entire number then in office. A vacancy in any office may be filled by vote of the Board of Directors. Officers shall not be compensated for their services as Officers of the Corporation. Removal from office shall not result in removal from Directorship unless in accordance with the applicable provisions of these bylaws.

2. President

The President shall preside at all meetings of Members and Directors. The President shall nominate the chairpersons of all other committees.

3. Vice President

The Vice President shall fill in for the President in any instances where the President is unavailable.

4. Secretary

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

5. Treasurer

The Treasurer shall be responsible for the custody of the corporate funds; keeping full and accurate accounts of receipts and disbursements to the Corporation; depositing all monies in the name of the Corporation in an institutional interest bearing account, and in such depositories as may be designated by the Board of Directors; and shall furnish a quarterly or monthly financial statement and an annual statement of all receipts and disbursements of the Corporation to the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond, and the

Board reserves the right to require or otherwise provide for a bond for other members of the Board of Directors.

Article Five Committees

1. Standing Committees

There shall be a standing Finance Committee and a Nominating Committee. However, from time to time the Board of Directors may, in its discretion, act as a whole to fulfill the responsibilities of the standing committees.

2. Appointment of Committees

Standing Committee chairpersons shall be appointed by the President. The members of each Standing Committee shall be nominated by the President, after consultation with the chairpersons of such committee, and approved by a majority vote of the Board of Directors. Chairpersons of Standing Committees are responsible for keeping minutes of their meetings and furnishing reports as requested.

3. Finance Committee

The Finance Committee shall review the annual financial statements, approve annual reports, and recommend to the Board the selection of, and fees to be paid to accountants for the Corporation. It shall be the responsibility of the Finance Committee to report to the Board of Directors whether the Corporation is meeting its projected budget; on the scope and adequacy of the audits and related fees; and to continually monitor and report to the Board of Directors on the effectiveness and adequacy of the Corporation's internal accounting controls. The Finance Committee shall review the annual budget as proposed by the Executive Director, and recommend it, with any amendments by the committee, to the Board. The Finance Committee shall regularly monitor the Corporation's expenses, and income.

4. Nominating Committee

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

5. Other Committees

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

Article 6 Miscellaneous Provisions

1. Fiscal Year

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall be the twelve (12) months ending June 30 of any given year.

2. Annual Financial Review

The account books of the Corporation shall be reviewed annually by an independent certified public accountant retained by the Board of Directors, and the report of such accountant shall be filed with the records of the Corporation.

3. Execution of Corporate Instruments

Mortgages, bonds, notes, checks, other evidences of indebtedness and such other instruments or contracts as the Corporation may issue or enter into in the conduct of its business shall carry the signature of the President and such other officer or officers the Board of Directors may from time to time determine by resolution. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

4. Amendments

Any part or all of these By-Laws may be altered, amended or repealed from time to time by a two-thirds vote of the Board of Directors 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, delivered or emailed to each member of the Board of Directors no less than ten (10) days before such meeting at his or her address or email address as it appears upon the records of the Corporation, unless all of the Directors attend or sign a written waiver of notice. Any such changes must be ratified at the next scheduled annual meeting. Notice of such proposed changes must be provided with the notice of annual meeting pursuant to Section 5 of Article 2 herein. Any such amendment shall be subject to prior approval by the Town Administrator of Hingham, representing the Town of Hingham in its capacity as the Cable Television License Issuing Authority and Franchising Authority; provided however, if following sixty (60) days from receipt of written notification by certified mail (with a copy by email) of the proposed amendment and its text said Town Administrator takes no action, the amendment will be deemed approved. Any amendment to the Articles of Organization shall be subject to same requirements as above; and subject further to membership approval by a vote of two-thirds of the members; and subject to the members also having such rights as set forth in Mass. General Laws c. 180, s.7 with respect to amending the Articles of Organization by a vote of two thirds of the members.

5. Conflict of Interest

No Director or officer of the Corporation may participate in the evaluation, review and approval of any application for a grant or any other matter in which he or she or their immediate family has a direct personal or financial interest.

All grants and other transactions shall be conducted at arm's length and shall not violate the proscriptions in the Articles of Organization, these By-laws, or any other applicable prohibition against the Corporation's use or application of its funds for private benefit. No such loan or transaction shall be entered into if it would result in denial of or loss of tax-exempt status under

Section 501(c)(3) or other applicable sections, if any, of the IRS Code and its regulations as they now exist or as they may be hereafter amended.

6. Seal

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

7. Non-Discrimination

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

8. Agreements with Municipalities and Access Entities

The Corporation may enter into agreements with municipalities, access corporations or cable television licensees to provide cable television access services and to share resources, including but not limited to facilities, equipment and staff and other resources, and enter into other agreements to carry out activities consistent with the purposes of the Corporation. Such agreements should provide necessary resources to the Corporation to serve the particular municipality in question. In the event that such agreements involve occasional transactional cooperation and collaboration including but not limited to sharing of occasional programs or occasional technical assistance, equipment and resource exchange, such agreements shall not require the prior approval of the Board of Directors. In the event that such inter-municipal or inter-entity agreements involve a formal joint venture, formal partnership or contractual relation resulting in a change in the intended mission, audience or membership of the Corporation or otherwise resulting in other municipalities or other studio or programming entities having regular benefit or use of assets or resources of the Corporation, such agreements must be approved by the Board of Directors.

9. Personnel Policies

The Board of Directors shall be charged with developing and approving the Corporation's personnel policies, job descriptions and advertisements, reviewing and evaluating staff salaries and benefits and the performance of the Executive Director and shall be responsible for related personnel matters and grievances and approving the hiring of the Executive Director. The Board of Directors may delegate any of the above tasks to a Personnel Committee and/or its Executive Director to assist in carrying out the above tasks subject to final approval of all actions by the Board of Directors.

10. Annual Report

The Corporation shall prepare an Annual Report of operations and budget and copies of same shall be available to the public.

Article 7 Indemnification

To the fullest extent permitted by Chapter 180, Section 3 of the Massachusetts General Laws as it exists or may be amended, and all other applicable laws, 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 is not adversely affected thereby, each Officer, and the Directors of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which he/she becomes subject by reason of his/her being or having been an Officer or Director, whether or not he/she continues to be an Officer or Director at the time of the adjudication of such claim or liability. The Corporation shall also indemnify such Officer or Director for any and all legal and other expenses reasonably incurred by him/her in connection with any actual or threatened action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been such an Officer or Director, whether or not he/she continues to be an Officer or Director at the time of incurring such expenses. No Officer or Director shall be indemnified against any action, claim suit or proceeding in which he/she shall be finally adjudged liable by reason of his/her own negligence or willful misconduct; and no such Officer or Director shall be indemnified against the cost of any compromise or settlement of any such alleged claim or liability, unless said compromise or settlement shall be approved in advance by the Board of Directors.