

**BY-LAWS  
OF  
ANDOVER COMMUNITY ACCESS AND MEDIA, INC.**

—, 2007

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**Article I**  
**NAME, PURPOSE AND RELATED MATTERS**

**1.1 Name** The name of the Corporation shall be Andover Community Access and Media, Inc. (hereafter in these By-Laws referred to as the “Corporation”). The Corporation’s purposes shall be as set forth in the Articles of Organization and these By-Laws, and 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. Said purposes shall include but shall not be limited to operating non-commercial public, educational and governmental cable access facilities and channels for the use of or benefit to the general public, schools, local government and other organizations in Andover; providing training in and education about the use of access facilities, and providing other community media services, training and technology services to the Andover community.

**1.2 Location** The principal office of the Corporation in the Commonwealth of Massachusetts shall be 80 Shawsheen Road, Andover, Essex County, Massachusetts 01810. The Board of Directors may change the location of the principal office in the Town of Andover effective upon the filing of an appropriate certificate with the Secretary of the Commonwealth of Massachusetts, and the Directors may designate additional offices in the Commonwealth of Massachusetts and elsewhere.

**1.3 Fiscal Year** The fiscal year of the Corporation shall begin on Jan. 1 and end on Dec. 31 in each calendar year.

**1.4 Powers** The powers of the Corporation and of its Directors, Officers, committees, and all matters concerning the conduct and regulation of the affairs of the Corporation and the officers and agents by whom its purposes may be accomplished, shall be governed by such provisions, if any, as are set forth in the Articles of Organization, these By-Laws and applicable law.

**1.5 Construction** All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization as from time to time amended.

**Article II**  
**THE USERS AND MEMBERS**

**2.1 Eligibility of Non-Voting Members** All persons, subscribers, and educational, governmental, health care, arts, religious, business and neighborhood organizations or other entities which subscribe to the purposes of the Corporation shall be eligible for non-voting Membership, subject to such criteria and enrollment procedures as may be lawfully adopted by the Board of Directors.

**2.2 Eligibility of Members with Right to Vote to Elect Directors** Members with the right to vote to elect Directors to the Board of Directors in accordance with Article III shall be subject to the following. Members with the right to vote to elect Directors must be residents of Andover or an employee of an institution or governmental agency that does business in and is located in Andover, a member of an organization that is located

in Andover, or a full-time student of an educational institution located in Andover; must subscribe to the purposes of the Corporation, and be subject to such criteria and enrollment procedures as may be lawfully adopted by the Board of Directors.

**2.3. Users of the Corporation's Facilities** Users of the Corporation's facilities must be residents of Andover or an employee of an institution or governmental agency that does business in and is located in Andover, a member of an organization that is located in Andover, or a full-time student of an educational institution located in Andover, subject to User completion of training or obtaining certification of proficiency as may be prescribed by the Corporation in guidelines or operating rules as may be lawfully adopted by the Corporation. Minors may use the Corporation's facilities when an adult resident assumes legal responsibility by making all necessary applications. Further to the foregoing, any and all Users may be required to execute a User Agreement as a condition of use, as may be lawfully required by the Corporation. Such User Agreements may condition use on, among other things, the User's acceptance of responsibility for any of his/her program-related or other liabilities, if any, to the extent allowed by law.

**2.4 Dues or Voluntary Donations** The Board of Directors may, from time to time, adopt a schedule of annual dues or recommended voluntary donations, at a level reasonably intended to cover the direct costs of maintaining the membership and/or User roles and otherwise reasonably defraying costs of operation, subject to waiver for hardship.

### **Article III BOARD OF DIRECTORS**

**3.1 Board of Directors; Powers** The governing body of the Corporation shall be a Board of Directors initially consisting of five (5) Directors. As of the first Annual Meeting, said Board of Directors shall consist of seven of Directors as set forth below. The Board of Directors shall have and may exercise all of the powers of the Corporation except those excluded by statute, the Articles of Organization, these By-Laws or by other applicable law.

**3.2 Tenure and Further Provisions Regarding Board of Directors**

**(a) Initial Board of Directors**

The Town Manager of Andover shall appoint the initial Board of five (5) Directors subject to the approval of the Board of Selectmen.

**(b) Term of Initial Board**

The initial Board shall serve until the 1<sup>st</sup> Annual Meeting, which Annual Meeting shall be scheduled in accordance with Section 3.8(a)

**(c) Boards of Directors Subsequent to Initial Directors**

At the first Annual Meeting, successor Directors shall be elected and appointed as follows. Four successor Directors shall be elected by the initial Directors sitting on the Board of Directors. One successor Director shall be appointed by the Town Manager, subject to the approval of the Selectmen. Two new Directors

shall be elected by the general membership at said first Annual Meeting. Going forward, the Board of Directors shall continue to be composed of seven Directors, with four elected by the Directors then sitting on the Board of Directors; two elected by the Membership; and one Director shall continue to be appointed by the Town Manager, with the Town Manager appointment subject to the approval of the Board of Selectmen.

**(d) Implementation of Staggered Terms; Terms of Successor Directors**

(1) Directors elected by the full Board of Directors and the Director appointed by the Town Manager shall hold office for a term of three years, or until his/her successor is elected or appointed, as applicable, except that to implement staggering of elections and appointments such that the terms of all the Directors do not expire at the same Annual Meeting, the terms of the Board of Directors to be elected by the full Board of Directors at the first Annual Meeting, and the term of the Director appointed by the Town Manager at the first Annual Meeting shall be as follows:

- (i) The Director appointed by the Town Manager subject to approval of the Selectmen, shall be appointed for a three year term;
- (ii) One of the four directors to be elected by the initial Board of Directors at the first Annual Meeting shall serve a three year term;
- (iii) Two of the four directors to be elected by the initial Board of Directors at the first Annual Meeting shall serve two year term;
- (iv) One of the four directors to be elected by the initial Board of Directors at the first Annual Meeting shall serve a one year term.
- (vi) The designation of which of the four Directors elected by the initial Board of Directors at the first Annual Meeting shall respectively serve three, two and one year terms shall be determined by the Board of Directors not later than 30 days following their election at said first Annual Meeting.
- (iv) The two directors to be elected by the general membership at the first Annual Meeting shall serve two year terms.

(2) Upon expiration of the term of the four Directors elected by the Board of Directors at the first Annual Meeting; and upon expiration of the term of the one Director appointed by the Town Manager as of the first Annual Meeting, all of their successor Directors shall be elected for or appointed to three year terms, except that any Director elected or appointed to fill a vacancy, whether resulting from resignation, removal or other causes, shall be elected or appointed to a term ending when the term of the vacated seat would have expired. Upon expiration of the term of the Directors elected by the general membership at the first Annual Meeting, all of their successor Directors shall be elected for or appointed to two year terms, except that any Director elected or appointed to fill a vacancy, whether resulting from resignation, removal or other causes, shall be elected or appointed to a term ending when the term of the vacated seat would have expired.

**(e) Election Ballots**

Any election of members of the Board of Directors pursuant to the above shall be by private written ballot in accordance with such rules and procedures as needed to maintain the privacy and anonymity of the electoral votes of individual members of the Board of Directors and of the general membership, as applicable. Elections for

Director-elected Directors and for general membership-elected Directors shall be held separately, although said elections may occur sequentially at the same Annual or Special Meeting as applicable. Every Director and Member in good standing at an election meeting shall initially receive one ballot and may vote for up to the number of Directors to be elected by the Directors, or by the Members, as the case may be. The candidates receiving the most votes, and the Director appointed by the Town Manager pursuant to Section 3.2 above, will be the Board of Directors. In the case of a tie in any particular election, a runoff will occur between the candidates tied with the lowest number of votes, as needed. All terms begin at the close of the Annual Meeting or at the close of the meeting in lieu thereof.

**(f) Residency, Qualifications**

Each Director shall be a resident of the Town of Andover and shall be not less than eighteen years of age.

**3.3 Nominations; Mailing of Nomination Instructions** Directors shall accept written nominations for elected successors from fellow Directors; and eligible voting Members from Members and Users, as set forth herein. Nominations will be accepted fourteen (14) days prior to the Annual Meeting. All nominations must be seconded by not less than seven (7) days prior to the Annual Meeting, and such seconding of nominations shall be in writing, and by a Board Director or voting Member, Member or User. In order for a voting Member or User to be eligible to nominate a candidate for election to the Board of Directors, and in order for a Member to vote at any election, said Member or User, as applicable, must have executed his/her Member or User Agreement forms not less than thirty days prior to any such Annual Meeting, or otherwise be properly enrolled as a voting Member or User, and must be a Member or User in good standing. The Board of Directors shall mail nomination instructions or a nomination form to eligible voting Members and Users in good standing not less than thirty days prior to an election of a Director or Directors.

**3.4 Suspension or Removal** A Director may be suspended or removed with cause by a majority vote of the Board of Directors then in office. A Director removed for cause may be removed only after reasonable notice and opportunity to be heard. A Director may be removed without cause by vote of 5/7 4/5 of the Board of Directors.

**3.5 Resignation** A Director may resign by delivering his or her written resignation to the President or Clerk/Secretary of the Corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

**3.6 Vacancies** Any vacancy of a member of the Board of Directors elected by the Directors shall be filled by vote of the Board of Directors. Any vacancy of a member of the Board of Directors elected by the Membership shall be filled by vote of the Membership. Vacancy of the seat appointed by the Town, shall be filled by the Town Manager, subject to approval of the Board of Selectmen. Such a replacement Director shall serve the remaining term of the Director for which the vacancy was filled.

**3.7 Schedule of Meetings** The Board of Directors shall hold no less than four (4) regular meetings during each fiscal year of the Corporation.

**3.8 Meetings**

**(a) Annual Meeting** The Annual Meeting of the Directors shall be held in Andover, at such place as the Board of Directors agree, in the fourth quarter of each calendar year, for the purpose of electing Directors, submittal of a Treasurer's Report, and transacting such other business as may properly come before such a meeting.

**(b) Special Meeting** Special meetings of the Directors may be held at any time and at any place when called by the President or by no less than two members of the Board of Directors. The Directors may transact any business at such Special Meeting, including matters to be transacted at an Annual Meeting subject to all of the foregoing being in procedural compliance with these By-Laws and applicable law.

**(c) Regular Meeting** Regular meetings of the Board of Directors may be held to transact business in accordance with the terms hererof.

### **3.9 Call and Notice; Open Meeting Law Framework**

**(a) Notice** Directors shall be provided not less than 72 hours written notice prior to any regular meeting of the Board of Directors. Call or notice of annual or special Meetings of the Board of Directors shall be given to the Board of Directors not less than ten business days prior to any such annual or special Meeting. Notice of any regular, annual or special meeting may be given to Directors by electronic mail, subject to the Board of Directors voting to adopt electronic mail as an acceptable form of notice.

**(b) Open Meeting Law** All meetings of the Board of Directors, including regular meetings and annual and special meetings shall be open to the public unless the Board, in its reasonable discretion, shall determine to close the meeting for one of the reasons as specified in Chapter 39, Section 23A and 23B of the General Laws of the Commonwealth of Massachusetts which governs when certain bodies may hold closed meetings, and is adopted for purposes of this section by the Corporation as a guideline for the conduct of meetings of the Board of Directors. Notice of all regular, annual and special meetings will be posted in the Town Offices not less than 48 hours prior to the holding of such meeting, and as set forth in said Chapter 39.

**3.10 Quorum** At any meeting of the Board of Directors, three (3) members of such Board of Directors then in office shall constitute a quorum.

**3.11 Action by Vote** When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any questions, including election of officers, unless otherwise provided by law, the Articles of Organization or these By-Laws.

**3.12 Compensation of Directors; Conflicts of Interest** 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, however, nothing herein shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore, subject to the following. The term and circumstances of any such compensation must be fully disclosed in writing to the Board of Directors and must be approved by an affirmative two-third (2/3) vote of the Board of Directors. The Director affected by any such vote on compensation for serving in any capacity other than as a Director, shall not vote thereon, and shall recuse himself/herself from deliberations pertaining to such vote, and such vote shall only proceed after giving of a



detailed written disclosure as aforesaid. Any vote to authorize any such compensation shall be made only after a finding that any such transaction advances the best interests of the Corporation and does not result in any unreasonable private benefit to any Director, and is otherwise consistent with requirements applicable to tax exempt organizations. (See Section 11.3 on other Conflict of Interest procedures.)

**3.13 Parliamentary Procedure** In the event that these by-laws are silent on a particular governance procedure or related matter, the Board of Directors shall be guided by Roberts Rules of Order (most current edition).

**3.14 Private Corporation** It is the intent hereof that the Board of Directors be a legally private, tax exempt, non-governmental body, with Director election, not government appointment, of a majority of the successor Boards of Directors, and it shall be a responsibility of the Board of Directors to apply for and maintain tax exempt status in accordance with applicable law, and to provide charitable and educational services to the general public consistent with the foregoing.

## **Article IV OFFICERS**

**4.1 Number and Qualification** The officers of the Corporation shall be a President, Treasurer, Clerk/Secretary and such other officers, if any, as the Directors may from time to time determine. The Corporation may also have such agents, if any as the Directors may appoint.

**4.2 Election of President, Treasurer, Clerk/Secretary and other Officers** The President, Treasurer and Clerk/Secretary shall be elected by the Board of Directors. The Board members shall elect a board member as President from the Board members present at the annual meeting. Other officers, if any, may be elected by the Board of Directors at any time.

**4.3 Term of Office** The President, Treasurer and Clerk/Secretary shall hold office for terms of one year each, however, an officer may serve consecutive or multiple one year terms if and to the extent re-elected as an officer.

**4.4 Duties of the President** The President shall be the chief executive officer of the Corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of the Board of Directors, except as the Directors otherwise determine, and shall preside at meetings of the Members, if and to the extent Member meetings are held. Either the Treasurer or Clerk shall have and may exercise all powers and duties of the President during the absence of the President or in the event of his/her inability to act, as may be determined by the Board of Directors.

**4.5 Duties of the Treasurer** The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He or she shall be in charge, subject to the ultimate control of the Board of Directors, of its financial and accounting procedures and affairs, its funds, securities and valuable papers, and its books of accounts and other accounting records, which shall be open at all times for inspection of any Director. He or she shall report to the Board of Directors at regular intervals the financial condition of the

Corporation and shall ensure that true and accurate accounting of the financial transactions of the Corporation is made. He or she shall have such other duties and powers as may from time to time be designated by the Directors or the President. The Treasurer's duties shall include the annual preparation of operating and capital budgets for review and approval of the Board of Directors, in a form suitable for transmittal to the cable license Issuing Authority.

**4.6 Duties of the Clerk/Secretary** The Clerk/Secretary shall record and maintain records of all proceedings of the Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts at the principal office of the Corporation, or at the office of its Clerk/Secretary and shall be open at all reasonable times to the inspection of any Director. Such book or books shall also contain records of all meetings of the Incorporators and the original, or attested copies of the Articles of Organization and By-Laws, and names and address of all Members and Directors. In the event of the Clerk/Secretary's absence from a meeting of the Board of Directors, or in the event of Clerk/Secretary's disability, the Board of Directors shall designate another Director to exercise the powers and duties of the Clerk.

**4.7 Suspension or Removal** Any officer, elected by the Board of Directors, may be suspended or removed with cause by a majority vote of the Directors then in office at any special meeting called for such purpose or at any regular meeting; or may be removed without cause by 4/5 vote of the Board of Directors.

**4.8 Resignation** Any officer may resign by delivering his or her written resignation to the President or Clerk/Secretary of the Corporation. Such resignation shall be effective (unless specified to be effective at some other time), upon acceptance by the Board of Directors.

**4.9 Vacancies** If the office of any officer becomes vacant, the Directors may elect a successor. Each successor shall hold office for the unexpired term of his or her predecessor, and in the case of the Treasurer and Clerk/Secretary until he sooner dies, resigns, is removed or becomes disqualified.

**4.10 Compensation** Officers shall not be compensated for their services as officers of the Corporation.

## **Article V COMMITTEES**

**5.1 Power** The Board of Directors shall have the exclusive power to create various committees which in their opinion will advance the purposes and interests of the Corporation, however, such committees shall be advisory to the Board of Directors, with actions on behalf of the Corporation only to be taken by decision of the Board of Directors.

## **Article VI EXECUTION OF PAPERS**

**6.1 Execution of Papers** Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President and the Treasurer, and shall be subject to consent of or other proper authorization by the Board of Directors. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President and the other is the Treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith in such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the Corporation.

**Article VII  
GENERAL MANAGER AND STAFF**

**7.1 Executive Director and Staff** The Board of Directors shall authorize such staff positions as may be necessary or appropriate to conduct the business of the Corporation. The Board of Directors shall set compensation for all authorized staff positions including the Executive Director. The Board of Directors shall appoint an Executive Director who shall hold office at the will of said Board and said Executive Director shall attend to the day-to-day operations of the access channels; carry out the policies and programs established by the Board of Directors, and all committees of the Board; employ, direct, supervise, and terminate services of other members of the staff; and perform such other duties and accept such other responsibilities as are prescribed by the Board. The foregoing Executive Director duties shall be subject to the ultimate control of the Board of Directors, as determined by said Board of Directors.

**Article VIII  
REPORTS**

**8.1 Reports** The Corporation shall issue an Annual Report which shall be distributed to the Town Manager, Board of Selectmen and any residents/users who may request a copy at least (10) days in advance of the Annual Meeting. The Annual Report shall include, among other things, information as to: Revenues and expenditures during the preceding year and a comparison of those amounts to the amounts previously budgeted; the number of people trained in the use of the Corporation's equipment; the nature and amount of programming produced in cooperation or conjunction with the Corporation; the number of persons and/or organizations utilizing the community access programming facilities; actions taken to encourage broad-based utilization of the community access programming facilities; actions taken to coordinate the Corporation's programming; complaints received about access operations, and actions taken by the Corporation to resolve such complaints; and the work of each committee of the Board of Directors.

**Article IX  
PERSONAL LIABILITY**

**9.1 Personal Liability** The Members, Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligations 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 property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation. Notwithstanding the foregoing, the Board of Directors may seek personal liability from another Director with respect to intentional wrongdoing

## **ARTICLE X INDEMNIFICATION OF DIRECTORS AND OTHERS**

**10.0 Indemnification of Directors and others** The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, officer or employee of the Corporation, 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 him in connection with the defense or disposition of any action, suit or other proceedings, whether civil or criminal, in which he or she may be involved or with which

he or she may be threatened, while serving or thereafter by reason of his or her being or having been such a Director officer or employee, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided however, that is to any matter disposed of by a compromise payment by such person pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless: such person shall be found to have acted in the reasonable belief that his or her action was in the best interest of the Corporation, after notice that the matter involves such indemnification by a disinterested majority of the Directors then in office and entitled to vote; or in the absence of action by disinterested Directors there has been obtained at the request of a majority of the Directors then in office and entitled to vote an opinion in writing of independent legal counsel to the effect that such person appears to have acted in good faith in reasonable belief that his or her action was in the best interests of the Corporation.

Expenses, including counsel fees, reasonably incurred by any such person in connection with any such action 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 paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized under the laws of the Commonwealth of Massachusetts. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such person may be entitled. Nothing contained in this section shall affect any rights to indemnification to which corporate personnel, other than such persons, may be entitled by contract or otherwise under law. As used in this section, the term "person" includes the respective heirs, executors, administrators of any person covered by this Section, the proceedings in question or other proceedings on the same or similar grounds as then pending.

This Section shall not limit the power of the Board of Directors to authorize the purchase and maintenance of insurance on behalf of any person who is or who has been a

Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or other agent of the organization in which it has an interest against any liability incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under this Section.

## **Article XI MISCELLANEOUS PROVISIONS**

**11.1 Annual Audit** The account books of the Corporation shall be audited annually by an independent certified public accountant retained by the Board of Directors, and the report of the accountant shall be filed with the records of the Corporation. A summary of this report shall be made available to the Members upon written request.

**11.2 Conflict of Interest** No Director, 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. The foregoing rule shall be applicable to any matter in which related parties, including close relatives of Directors and/or officers, and business partners and business associates of Directors, have a personal interest. All such 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 of application of its funds for private benefit. No such loan or transaction shall be entered into if it would result in the denial of or loss of tax-exempt status under section 501(c), 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended. The Director, officer or related party affected by any such vote on such transactions shall not vote thereon, and shall recuse himself/herself from deliberations pertaining to such vote, and such vote shall only proceed after giving of a detailed written disclosure as aforesaid. Any vote to authorize any such transaction shall be made only after a finding that any such transaction advances the best interests of the Corporation and does not result in any unreasonable private benefit to any person. (See Section 3.15 relating to compensation of Directors).

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

**11.4 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, sex, national origin or sexual preference.

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**11.5 Spending** The Executive Director may expend up to one thousand dollars (\$1,000.00) per month for purchases and expenses to carry out the purposes of the Corporation at his/her reasonable discretion without prior authorization by the Board of Directors. Expenditures for amounts over one thousand dollars (\$1000.00) per month, if not previously authorized, require prior approval by a simple majority of the Board of Directors. Expenditures above ten thousand dollars (\$10,000.00) in any given month

shall require approval by not less than four members of the Board of Directors. The foregoing expenditure rules shall apply to expenditures as well as the incurring of monetary obligations via credit card or incurring of monetary obligations by any means. In addition, the Board of Directors reserves the right to adopt further policies with respect to which persons, including but not limited to Directors and/or the Executive Director, may be required to execute signatures on checks for certain purposes. For purposes of this Section 11.5, the term Executive Director shall mean the staff person hired by the Board of Directors to specifically serve as Executive Director or as chief staff person under other any other title such as but not including General Manager.

## **Article XII AMENDMENTS**

**12.1 Amendments** These By-Laws may be altered, amended or repealed in whole or in part by vote of not less than four (4) members of the Board of Directors.

**12.2 Attendance** In the event that a board member fails to attend three (3) or more scheduled meetings in a calendar year, the Board of Directors may replace the board member in accordance with Item 3.6 of these By-Laws.

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