

# **Bylaws of the Revere Community Media Center, Inc.**

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## ARTICLE I: NAME

### Section 1.

The name of this Corporation shall be **Revere Community Media Center (RCMC)** (hereinafter in these By-Laws referred to as the “Corporation”), unless and until changed by Amendment of the Articles of Organization.

## ARTICLE II: PURPOSE and ORGANIZATION

### Section 1

**Purpose:** The purpose of the Corporation shall be as set forth in the Articles of Organization and these By-Laws, including, but not limited to, scheduling channel time for public, educational and governmental (“PEG”) Access programming; providing the opportunity to the residents and organizations of Revere to produce PEG Access programming; and providing training to Revere residents and organizations in the use of PEG Access facilities and equipment. It will oversee and provide PEG Access programming to cable television subscribers in Revere on the channels designated for PEG Access purposes. It will oversee the management of the Corporation. The purpose shall be exclusively charitable, scientific and educational within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1954, as amended from time to time.

### Section 2

**Organization:** The Corporation shall consist of Members led by a Board of Directors from which Officers shall be designated. The Board of Directors will select an Executive Director establish Committees all as further set forth established in these bylaws.

## ARTICLE III: MEMBERSHIP

### Section 1: Purpose and Categories

a) Access to the Corporation’s facilities, training, and equipment shall be permitted only to Members in good standing of the Corporation. Any person interested in becoming a member of the Corporation shall submit a signed application on a form provided by RCMC. An application will not be necessary to renew a membership, although membership status may will be reviewed and updated upon renewal. The number of members shall not be limited but Membership shall be restricted to the following categories:

i) **Individual Membership**, available to persons who live, work , or are members in good standing of an organization based, in the City of Revere.

ii) **Organizational Membership**, available to civic and private organizations based or active in the City of Revere.

iii) **Non-Resident Membership**, available to persons who do not live or work in the City of Revere.

Other categories of Membership as may be created by the Board of Directors.

## Section 2: Duties and Obligations

a) Members shall be required to pay dues as established by the Board of Directors, to abide by the Bylaws, and to abide by the Rules and Regulations of the Corporation as established and from time to time amended by the Board of Directors.

## Section 3: Voting Rights

a) **Individual Members** shall be entitled to one (1) vote, in person, on any matter submitted to a vote of the Membership.

b) **Organizational Members**, and any Membership category that consists of more than one person, shall be entitled to one (1) vote to be cast by a designated representative of the Organization. Proof of organizational affiliation/designation may be requested.

c) **Non-Resident Members** are not entitled to a vote

d) Voting by Proxy may be allowed at the discretion of the Board of Directors

## Section 4: Revocation of Membership

a) Members who intentionally or recklessly damage Corporation property or whose conduct repeatedly obstructs or frustrates the intent and purpose of the Corporation may be removed from the membership rolls by approval of two-thirds vote of the Board of Directors.

**Failure to pay dues for three months after the anniversary date of election to membership shall automatically terminate membership.**

# **ARTICLE IV: BOARD OF DIRECTORS**

## Section 1: Powers and Duties

a) A Board of Directors, each of whom shall be a member of the Corporation, is vested with the authority and responsibility to oversee and manage the Corporation's resources. The Board of Directors shall lead the Corporation with vision, dedication, and an understanding and appreciation of what is needed to assure the Corporation's long-term viability and growth. Upon selection and qualification, the Board of Directors shall be responsible to:

- i) manage the Corporation's property and affairs;
- ii) interview candidates and hire an Executive Director, and to perform an annual review of the Executive Director in a manner the Board deems most expedient;
- iii) Uphold and enforce the provisions of these Bylaws and the Corporation's Rules and Regulations; and
- iv) Protect the Corporation's financial welfare. `

The concept of these responsibilities shall be interpreted in their broadest scope.

b) The Board of Directors, by majority vote, shall create, adopt, and may from time to time amend, Rules and Regulations that govern their conduct and action and that further govern the Corporation's conduct in matters arising pursuant to the Corporation's function.

c) The Board of Directors shall have full authority regarding the distribution of money and any other assets received by the Corporation, but in no event shall any member of the Board of Directors receive or derive, directly or indirectly, the benefit of the disbursement of any money approved by the Board except as may be allowed in Section 7.

## Section 2: Number, Election or Appointment of the Board of Directors

a) The number of Directors shall be fixed at nine (9). The Board of Directors retains its full authority in the event of one or more vacancies.

b) The number of Directors may be changed by a two-thirds vote of the Board, subject to approval by a majority vote of Membership in attendance at the next Annual Meeting following such Director's vote, and, if approved by the Membership, shall take effect on the first day of the month following said annual meeting.

## Section 3: Term of Office

a) The initial Board of Directors shall consist at their inception of three Directors of one-year terms, three Directors of two-year terms, and three Directors of three-year terms.

b) Afterward, as three Director's terms expire each year, one Director shall be elected to a three-year term by popular vote of the Membership at the Annual Meeting, and this Director shall be the Membership Representative; and two Directors shall be appointed to a three-year term by majority vote of the Board of Directors upon consideration of an annual Board Needs Assessment submitted by the Board Development Committee.

c) At Year Three of the Corporation, and thereafter, the Board of Directors shall consist of three Directors elected by the Membership [the Membership Representatives] and six appointed by the Board of Directors.

d) Each Director shall continue in office until the expiration of the term for which elected or appointed, or until a successor shall have been elected or appointed and qualified, or until resignation or removal.

e) As each Director's term expires, the term of each successor Director shall be three years, and no Director may serve more than two consecutive terms of three years. This restriction may be waived by a majority vote the Directors not affected by this restriction. A member of the initial Board of Directors who served less than three years in the initial term, however, may be elected or appointed to the Board for two three-year terms after completion of their initial "startup" term on the Board.

#### Section 4: Election Process for Membership Representatives

a) **Qualification:** It shall not be a requirement that a person seeking election to the Board of Directors is a Member of the Corporation, but any person so elected to the Board of Directors must become a Member within 30 days of election to be qualified and to assume the duties of a Director. A person elected who does not become a Member of the Corporation within 30 days of election shall forfeit his or her election and the person who was runner-up in the Election shall be elected as a Director, subject to the qualifications of this paragraph.

b) Directors elected by the Membership shall be elected at the Annual Meeting by the following procedure:

i) **Nomination:** Nominations will be accepted no more than 60 and no less than 30 days before the election date, the latter established as the Nomination Deadline;

ii) **Statement of Interest.** Nominees shall provide a written Statement of Interest on a form to be provided by the Board and shall include the nominee's biographical information and a summary of the candidates' objectives.

iii) **Notification.** No less than 10 days prior to the Election Date all Members shall be provided with copies of the nomination statements by email, or by regular mail in the case of Members who do not have email.

iv) **Election.** The Election of the Board of Directors shall take place at the Annual Meeting unless otherwise scheduled with at least 21 days' notice to all members. In accord with Article III Section 3, each voting Member shall be provided one ballot as they sign in at the Annual Meeting. All members must be in good standing, current in their dues, to receive a ballot.

v) **Election Process.** At the Annual Meeting, a Corporation staff member and one Officer of the Board of Directors shall oversee the Election process.

vi) **No Late nominations.** No nominations shall be accepted from the floor and no 'write-in candidates' shall be considered.

vii) **Successful Nominee.** The nominee receiving the greatest number of votes will gain election as a Membership Representative of the Board of Directors, subject to the provisions of Paragraph (a) of this Article.

#### Section 5. Resignation or Removal

a) **Resignation.** A Director may resign by delivering a Letter of Resignation to the Chair of the Board of Directors and a copy to the Executive Director. Such resignation shall be effective upon acceptance by the Board of Directors, and the resulting vacancy may be filled in accordance with the provisions Section 6.

b) **Removal for Attendance.** A Director who fails to attend three consecutive regular meetings of the Board of Directors without sufficient cause shall be subject to removal by motion and majority vote of those present at a regular or special meeting of the Board of Directors.

c) **Removal for Cause.** A Director may be removed from the Board when a majority of the Board, at a Special Meeting scheduled for the specific purpose of removal, determines that there exists sufficient cause for removal. The Board may discuss the matter, but not vote on it, in Executive Session. Cause for removal exists when removal would be i) in the best interests of the Corporation; ii) where it is found that a Director's repeated lack of preparation and or interest in meetings results in a dereliction of duty; iii) where a Director has misrepresented a financial interest related to the Corporation; iv) other conduct that harms the Corporation's integrity or that subjects the Corporation to public disrepute or distrust.

d) A Director proposed to be removed for cause shall be notified at least 10 days prior to said special meeting, by letter which shall contain a summary explanation of the basis for such proposed removal, and the Director shall be entitled to appear and be heard by the Board at such meeting prior to a vote for removal.

#### Section 6 Vacancies

A vacancy occurring on the Board of Directors for any reason shall be filled for the remainder of the term of the vacant seat by a majority vote of the Board occurring no later than the third regular meeting following the vacancy, except where the vacancy occurs with less than six months remaining in the term of the vacant seat, in which case the Board may decide to leave the seat vacant until election at the next annual meeting. In the event that no person appointed to fill a vacancy accepts such appointment, the position shall be declared Vacant and the Board and the Executive Director shall make all reasonable efforts to recruit a candidate to fill the vacancy.

#### Section 7: Disqualification

a) No member of the Corporation's paid staff shall be eligible to serve as a member of the Board of Directors within one year of termination of their position on said staff.

b) No member of the Board of Directors shall be eligible to serve on the Corporation staff, in a paid position, during Director's tenure on the Board and for one year following the date of the termination of the Director's tenure on the Board.

c) No person holding elected public office shall serve on the Board of Directors of the Corporation. A Board member who becomes a candidate for public office shall suspend all further activity and participation on the Board during the period of the campaign and resign from the Board of Directors if elected.

d) No close relative of the Corporation's paid staff shall serve as a member of the Board of Directors, nor shall any close relative or a member of the Board of Directors be employed by the Corporation.

e) **Disclosure.** No employee or close relative of an employee of a Revere cable television operator, or its parents or affiliates, may serve as a member of the Board of Directors, nor shall a Director or close relative of a Director be or become an employee of a Revere cable television operator, or its affiliates, without having first disclosed the nature of such employment in writing to the Board. Said Director shall recuse oneself from voting or discussing any issue before the Board that addresses the financial aspects of such employment.

f) **Definition:** For the purposes of this section, "close relative" is defined as a parent, spouse, sibling, son or daughter.

## Section 8: Compensation and Doing Business with the Corporation

a) Neither members of the Board of Directors nor Officers shall receive compensation for their service.

b) Any other disbursement of funds to a Director or Officer only may be allowed by a two-thirds vote of the Board of Directors for reimbursement of expenses actually incurred on behalf of the Corporation or incurred while in the course of Corporation business.

c) A Director shall not serve as a paid staff member of the Corporation but shall not be precluded from doing business with or serving the Corporation in another capacity, provided that the Director fully disclose the nature of such business or service and the compensation therefore in a written statement filed with the Corporation's Secretary, and that said Director further fully comply with the provisions of Article XII. No such business or service shall take place unless the Board of Directors, not including the Director in question, has approved a written agreement with said Director. Said Director shall further recuse himself from voting or discussing any issue before the Board related to such business or service.

## **ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS**

### Section 1. Regular Meetings

a) The Board of Directors shall meet in regular session for the transaction of Corporation business in accordance with the law, the Articles of Organization, these By Laws, and the Rules and Regulations, no fewer than six times during the Fiscal Year, and more frequently as the Board may decide, at a time and place as the Directors shall state. The meetings will be open to the public. The Chairperson of the Board shall preside in accordance with Article VII, and the Executive Director will participate in all Regular Meetings except during an Executive Session called to discuss the Executive Director's performance.

### Section 2. Special Meetings

a) Special Meetings of the Board of Directors may be called by the Chairperson, or at least four Directors, for specific purposes only as they arise, and notification of such Special Meeting shall state the time, place, purpose and subject matter of such meeting. The meetings will be open to the public. The Chairperson of the Board shall preside in accordance with Article VII, and the Executive Director will participate in all Special Meetings except during an Executive Session called to discuss the Executive Director's performance.

### Section 3. Emergency Meetings

a) The Chairperson may call an Emergency Meeting of the Board of Directors only in the event of circumstances that require immediate official action by the Board absent which the Corporation's financial well-being would be threatened. An Emergency meeting may be conducted via Conference call or by telephone poll conducted by the Chairperson, in which case the Board's action must be ratified at its next regular meeting.

### Section 4: Notice of Meetings

a) **Regular Meetings:** The Secretary of the Board shall provide to each Director and the Executive Director, via email, an agenda for said meeting at least five days before said meeting.



b) **Special Meetings:** The Chairperson or any of the Directors calling for a Special Meeting shall provide to each Board member and the Executive Director, via email at least 72 hours prior to said Special Meeting, notification of such Special Meeting that shall state the time, place, purpose and subject matter of such meeting, except in the case of a Special Meeting called for the purpose of a Director's Removal for Cause, in which case the notice requirements of Article IV Section 5 (c) and (d) shall apply.

c) **Emergency Meetings:** Given the nature and limited subject matter of Emergency Meetings, the Chair may assemble the Board in person or via telephone for action without advance notice.

#### Section 5: Quorum

a) **Regular and Special Meetings.** A majority of the seated Directors who are present at a Regular or Special meeting, shall constitute a quorum for the transaction of business, and the acts of a majority of Directors present at a meeting at which a quorum is present, excluding vacancies and recusals, shall be the acts of the Directors.

b) **Emergency Meetings.** Whereas Emergency Meetings may take place via conference call or telephone poll, the provisions of Section 5 (a) apply to Directors who participate in such Emergency Meeting

### **ARTICLE VI: MEETING OF MEMBERS**

#### Section 1. Annual Meeting

An annual meeting of the membership shall be held in the month of January at such other time and/or place in Revere as the Board of Directors in accordance with Article III Section 3 shall designate. At such time, the members shall elect Directors and may transact such business as may be done in accordance with law, the Articles of Organization of the Corporation, and these By-Laws.

#### Section 2. Special Meetings

A special meeting of the Membership may be called at any time by the Chairperson of the Board of the Corporation, the Board of Directors, or by receipt by the Secretary of the Corporation of a written request of ten (10) members. A special meeting shall be convened no sooner than ten (10) days nor longer than forty-five (45) days after being requested.

#### Section 3. Place for Meetings

All meetings of the corporation shall be held at the principal office of the Corporation in Revere, or at such other places as the Board of Directors may fix from time to time, or in the event of a special meeting, at such place as the Secretary of the Corporation may designate.

#### Section 4: Notice of Membership Meetings

a) Notice of the Annual Meeting and any Special Meeting shall be posted on all television channels and internet websites operated by the Corporation at least ten days before said meeting and on a Community Bulletin Board at the Corporation's principal office. All members who provide the Corporation with an email address shall be notified via email no less than ten days before said meeting. Where the law permits notice of

the Annual or a Special Meeting by publication, notice of such meeting may also be provided by publishing notice of such meeting in a newspaper of general circulation that serves the City of Revere at least 10 days before said meeting.

#### Section 5. Presiding Officers

The Chairperson of the Board of Directors of the Corporation shall preside at all regular or special meetings of the membership, and the Secretary of the Corporation shall record the minutes of all such meetings.

#### Section 6: Quorum

Except as otherwise provided in these Bylaws, the presence in person of Members who have at least 10 per cent of the total voting power of the Membership constitutes a quorum at all meetings of the Members. Members present can continue to conduct business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum, and the acts of Members at such a meeting shall constitute the acts of the Members.

### **ARTICLE VII: OFFICERS**

#### Section 1. Officers

The Officers of the Corporation shall include a Chairperson, one or more Vice-Chairs, a Secretary, and a Treasurer. No person shall hold more than one office at any one time. Each Officer of the Corporation shall be elected annually and shall hold office until the next Annual Meeting of the Corporation, or special meeting held in place thereof, and thereafter until his or her successor is chose and qualified. No member of the Board of Directors can be elected an Officer of the Corporation unless he or she has been a member of the Board of Directors for one year.

#### Section 2. Duties of Chairperson (Chair) of the Board

The Chair shall be the Chief Executive Officer of the Corporation. The Chair shall make a report on the affairs of the Corporation at each meeting of the members of Directors, and shall see that all orders and resolutions of the members and Directors are carried into effect; subject however, to the right of members or the Directors to delegate to any other person any specific delegable duties. The Chair shall execute after review by the Treasurer, in the name of the Corporation, all deeds, bonds, mortgages, membership certificates, written contracts and other documents and, when necessary or proper, shall affix thereto the corporate seal. The Chair shall be the Chairperson of the Executive Committee and shall nominate the chairpersons of all other committees. The Chair shall be an ex-officio member of all committees and shall perform such other duties as are usually incident to his or her office or may be required by the Directors. The Chair shall preside over all meetings of the Board of Directors and Membership meetings.

#### Section 3. Duties of Vice-Chair

If there is more than one Vice-Chair one shall be titled 'First-Vice Chair'. The Vice-Chair (or First Vice Chair as appropriate) shall fulfill the duties of the Chair in the event of the absence or incapacity of the Chair, and shall have such other powers and shall perform such other duties as are set forth in these By-Laws, and now or hereafter amended, and as the Board of Directors may designate from time to time. In the event of the absence or incapacity of the First Vice-Chair, any other Vice-Chair shall fulfill the aforesaid duties of the Chair and then

the Secretary of the Board, followed by the Treasurer. The Vice-Chair's major focus and role toward the long-term health of the Board of Directors is to preside over and provide leadership to the Board Development Committee.

#### Section 4. Duties of the Secretary

The Secretary shall issue notices of Directors' and membership meetings as hereinbefore set forth, shall attend and keep the minutes of the same, shall have custody of all corporate books, records, papers, and the corporate seal, shall attest the signing and sealing by the Chair of all instruments requiring the corporate seal and the signing of all other instruments when so required by the Chair, these By-Laws, shall do such other things as may be required by law, and shall perform such other duties as are usually incident to his or her office or as may be required by the Directors. There shall be one Assistant Secretary. In the event the Secretary is absent, the Board of Directors shall appoint someone to perform these duties for that given meeting. The Secretary shall be charged with keeping a Public File of all Board activities, votes and the Annual Operating Budget in an accessible place within the Corporation's facilities for viewing by anyone who wishes to consult it. No specific staff salary information should be included in the Public Budget. A line item for Personnel Expenses shall suffice.

#### Section 5. Duties of the Treasurer

The Treasurer of the Corporation shall be the Chief Financial Officer and shall have responsibility for communicating to the Board important issues or concerns regarding the funds and assets of the Corporation. The Treasurer shall work closely with the Executive Director to design the annual operating budget, to be presented to the full Board for approval each year. The Treasurer shall receive all funds of the Corporation and shall make disbursements and shall keep regular books of account showing receipts and disbursements, and shall submit a monthly financial statement and an annual audited statement of all such receipts and disbursements to the Board of Directors for their examination and approval. The Treasurer shall also perform such other duties as are incident to his or her office or as may be required by the Directors.

#### Section 6: Resignation or Removal

a) The provisions of Article IV Section 5, inclusive, shall apply to resignation or removal of Officers. An Officer, however, may resign as an Officer but remain as a Director on the Board.

#### Section 7. Vacancies

The Board of Directors may fill a vacancy in an Officer position by a majority vote whenever it occurs.

#### Section 8: Compensation

a) Officers shall receive no compensation for their service other than as provided for Directors in Section 8 (a) and (b) of Article IV.

## ARTICLE VIII: COMMITTEES

### ARTICLE VIII: COMMITTEES

The Board of Directors may designate ad hoc committees. Such committees shall have such authority as the Board of Directors may delegate.

#### Section 1. Standing Committees

The Standing Committees of the Corporation shall be as follows:

##### (A) Executive Committee

The Executive Committee shall consist of the officers of the Board and any other Board members as designated with approval of the full Board. The Chair of the Corporation shall serve as chairperson of the Executive committee. During intervals between regular meetings of the Board of Directors, the Executive committee may exercise all of the powers of the Board of Directors in the management and direction of the affairs of the Corporation. All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next following such action, and shall be subject to revision and alteration by the Board of Directors; provided, however, that no rights of third parties shall be affected by any such revisions or alterations. Regular meetings of the Executive Committee shall be necessary for the passage of any resolution needed between regular meetings.

The Executive Committee is further charged with the oversight, along with the full Board, of the overall financial wellbeing of the organization. This shall include specifically the responsibilities of understanding the field of community media and its developments and the changes in the cable television and related industries. It is the responsibility of the Executive Committee to lead the organization in meeting the necessary requirements for preparation for any franchise renewal when it shall occur.

##### (B) Finance Management Committee

The Finance Management Committee (Finance Committee) should be chaired by the Treasurer unless otherwise designated by the Board and in collaboration with the Executive Director, shall develop and recommend to the Board of Directors for approval, the annual operating budget and capital expenditure plan for each fiscal year; shall regularly monitor the Corporation's expenses and income; and shall recommend budget adjustments to the Board of Directors as needed.

The Finance Committee shall review the annual financial statements, approve annual audit reports, and recommend to the Board of Directors the selection of, and fees to be paid to the independent certified public accountant for the Corporation. Working closely with the Executive Director, 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 annual audit and related fees; to continually monitor and report to the Board of Directors on the effectiveness and adequacy of the Corporation's internal accounting controls, and to include in that report its findings as to whether or not any errors, omissions, criticisms or recommendations contained in the management letter of the independent certified accountant, if one accompanies the annual audit, have been properly dealt with.

It is not the responsibility of this committee to perform a fundraising function, but to identify the goals and objectives for a fundraising effort to be developed. An Ad Hoc Committee can be established to focus on the objectives with appropriate Committee membership and participants.

(C) Personnel Committee

The Personnel Committee may be designated to prepare the materials for the Board's annual review of the Executive Director. They may recommend to the Board a process by which this will be conducted.

In collaboration with the Executive Director, the Personnel Committee shall formulate job descriptions for the Corporation's personnel and amend such descriptions from time to time. The Personnel Committee shall also review and evaluate personnel practices, salary ranges, benefits and other related personnel matters.

Section 2. Appointment and Functions of Standing committees

The Chair shall appoint the chairpersons of all standing committees, except the Executive Committee where the Chair of the Board presides and all of whom shall be subject to the approval of the Board of Directors. The chairperson of each standing committee shall be a member of the Board of Directors or a staff person. All members of the standing committees must be members of the corporation. The Chair of each committee may approve participation on his or her committee.

Section 3. Other Committees

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

## **ARTICLE IX: EXECUTIVE DIRECTOR**

The Board of Directors shall hire an Executive Director. The Executive Director shall have the authority and responsibility to manage and operate the Corporation's affairs in accordance with the general policies and directions specified by the Board of Directors. It is the responsibility of the Executive Director to hire and supervise the staff to operate the Corporation. All additional authority and duties shall be laid out in a job description as approved by the Board of Directors. The Executive Director shall report to and be directly responsible to the Chair of the Corporation and shall attend all meetings of the Board of Directors. The Executive Director shall be entitled to compensation for his or her service, renewal, and other provisions as appropriate and shall be subject to an annual review by the Board of Directors.

## ARTICLE X: IDEMNIFICATION

a) The Corporation shall, to the extent legally permissible, indemnify each of its Directors and Officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her 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 in office or thereafter, by reason of his or her being or having been such a Director or Officer, except with respect to any matter in which said Director or Officer shall have been adjudicated 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 in any matter disposed of by a compromise settlement payment, consent decree, or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall first approved as being in the best interest of the Corporation 1) by a disinterested majority of the Directors then in office; or by 2) by a majority of the disinterested Directors then in office after the corporation has received an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of Corporation.

Expenses, including counsel fees reasonably incurred by any such Director in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the Corporation in advance of the final disposition thereof, upon receipt of an undertaking by such individual to repay the amount so paid to the Corporation if he or she be adjudicated not to be entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law.

Pursuant to Massachusetts General Laws, Chapter 180, Section 3, the personal liability of Officers and Directors to the Corporation shall be eliminated for monetary damages for breach of fiduciary duty as an Officer or Director notwithstanding any provision of law imposing such liability; provided, however, that said provision shall not eliminate the limit of liability of an Officer or Director, a) for any breach of the Officer's or Director's duty of loyalty to the Corporation or its members, b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or c) for any transaction from which the Officer or Director derived an improper personal benefit.

b) **Insurance:** The Board of Directors may authorize the purchase of general liability insurance and Directors and Officers Insurance to assure the defense and indemnification of its Directors and Officers against actions commenced against them as a result of their duties for the Corporation.

## ARTICLE XI: LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Director, Officer, or member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed by the Board of Directors to such organization or organizations which are organized and operated exclusively for charitable purposes. Said organizations must provide services to the residents of Revere, and shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue laws. Provided, further, that no part of the net earnings of such organization or organizations shall inure to the benefit of any private shareholders, members or individual, and

no substantial part of the activities of such organization or organizations shall consist of carrying on propaganda or otherwise attempting to influence legislation, and such organization or organizations shall not participate or intervene in any political campaign on behalf of any candidate for public office.

## **ARTICLE XII: CONFLICT-OF-INTEREST**

### Section 1. Purpose

The purpose of this conflict of interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2 Duty to Disclose

(a) In connection with any actual or possible conflict of interest, a Board member or officer of the Corporation must disclose the existence of any financial interest that could be considered a conflict of interest and be given the opportunity to disclose all material facts to the Board of Directors, which shall consider such matter.

(b) Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined in paragraph (c) below, is an interested person.

(c) A Director or Officer has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

### Section 3. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion thereof, the interested party shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The Board of Directors shall decide if a conflict of interest exists.

#### Section 4. Procedures for Addressing the Conflict of Interest

(a) A Director or officer of the Corporation who might be an interested person may make a presentation at the Board of Directors meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### Section 5. Violations of the Conflicts of Interest Policy

(a) If the Board of Directors has reasonable cause to believe a Director or officer of the Corporation has failed to disclose actual or possible conflicts of interest, it shall inform such Director of the basis for such belief and afford such Director an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board of Directors determines that the Director has failed to disclose an actual or possible conflict of interest, the Board of Directors shall take appropriate disciplinary and corrective action.

### **ARTICLE XIII: MISCELLANEOUS**

#### Section 1. Notice

Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, with a record of receipt, to his or her address appearing on the books of the Corporation, or in the case of Directors or members of another body, supplied by him or her to the Corporation for the purposes of notice.

Email is an accepted method of notice only where specifically provided in these bylaws and shall not constitute sufficient notice where written notice is required.

#### Section 2. Fiscal Year

The fiscal year of the corporation shall be twelve (12) months ending December 31<sup>th</sup> of any given year.



## ARTICLE XIV: AMENDMENTS

Any part or all of these By-Laws may be altered, amended or repealed by a two-third (2/3) vote of the Board of Directors present at the annual or special meeting of the Board duly called for that purpose, provided that notice of substance of the proposed alteration, amendment or repeal shall be stated in a notice for such meeting mailed to the Board of directors no less than seven (7) days before such meeting. All amendments to the By-Laws must be presented for a two-third (2/3) vote of approval to the membership at the Annual Meeting of the Corporation.

### Section 1. Amendment History

(a) January 2012 approved by vote of membership

ARTICLE VI: MEETING OF MEMBERS Section 1. Annual Meeting  
Changed date of Annual Meeting from September to January

(b) January 2012 approved by vote of membership

### ARTICLE III: MEMBERSHIP Section 1: Purpose and Categories

Added a new membership class called non-resident Membership.

### ARTICLE III: MEMBERSHIP Section 3: Voting Rights

Added a new membership class called non-resident Membership identifying that they do not have voting privileges based on the status.

### ARTICLE III: MEMBERSHIP Section 4: Revocation of Membership

Added a line about failure to pay dues and struck the last sentences.

ARTICLE IV: BOARD OF DIRECTORS Section 2: Number, Election or Appointment of the Board of Directors. Removed language relating to start up.

### ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS Section 1. Regular Meetings

Changed minimum meetings from 8 to 6

### ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS Section 4: Notice of Meetings

Removed language relating to start up.

### ARTICLE VII: OFFICERS Section 1. Officers

Removed language relating to start up.

### ARTICLE VIII: COMMITTEES

Struck description and simplified also reformatted based on changes.

Cut standing committees to 3, Executive, Financial and Personnel.

### ARTICLE XIII: MISCELLANEOUS Section 2. Fiscal Year

Changed fiscal year to ending Dec 31

### ARTICLE XIV: AMENDMENTS Section 1. Amendment History

Added Section 1 to track changes to the bylaws