

**LEICESTER CABLE ACCESS CORPORATION  
BY-LAWS**

**Section 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR**

1. Name and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Organization.
2. Location. The principle office of the corporation in the Commonwealth of Massachusetts shall be initially located at the place set forth in the Articles of Organization. The directors may change the location of the principle office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.
3. Corporate Seal. The directors may adopt and alter the seal of the corporation.
4. Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the directors, end on December 31 in each year.

**Section 2. MEMBERSHIP**

1. Membership to this corporation shall be open to all individuals and representatives of organizations in the Town of Leicester who are in harmony with its purpose and who shall abide by its by-laws. Members with proper training and with the approval of the director may produce programming or use the equipment of the corporation.
2. A member shall have such powers as established by the Rules of the Corporation and as designated by law..
3. Regular meeting. The regular meeting of the Board of Directors will be held at least quarterly and subject to such times and places as the directors may determine. All regular meeting are open to the general public.
4. Annual meeting. The Board of Directors shall conduct an annual meeting for the reports of committees, accounting of all financial transactions and election of new directors on the Board of Directors.
5. Special meetings. Special meetings of members may be called by two or more members of the Board of Directors.

6. Place of meetings. All meetings of the members shall be held at the principal office of the corporation in Leicester, or at such place, within the Commonwealth of Massachusetts as stated in the call for the meeting.
7. Notice of the meetings. Notice of every Regular or Special meeting of the Corporation, stating the time, date, place and purpose of the meeting shall be posted on LCAC not less than 10 nor more than 30 days before the date of the meeting. Additionally, the Board of Directors will issue a press release containing such information to area newspapers. (Lack of publication will not constitute a violation of this section.
8. Quorum. At any annual or special meeting of the members, ten members entitled to vote upon a question to be considered at such meeting, shall constitute a quorum for the consideration of such questions, but a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. If a duly publicized meeting, requiring a quorum fails to reach such requirement, the meeting will be postponed for a minimum of ten days. During such time, the Board will re-initiate the publication steps as outlined in Section #7. The Board will include in their notification that the new quorum for the re-scheduled meeting is now reduced to 5 members.
9. Voting. At any meeting of the members, each member shall have one vote on all matters, which have been brought before the membership.
10. Action of the meeting. When a quorum is present at any annual or special meeting, a majority of the members represented thereat and entitled to vote shall, except where a larger vote is required by law, or by the Articles of Organization, constitute a legal vote

### Section 3. **BOARD OF DIRECTORS**

1. Initial Board of Directors. In the event a new board of Directions must be initiated five (5) members will be appointed as follows:

The Leicester Cable Commission will appoint one (1) person for a two Year term; one (1) person for a three year term; and one(1) person for For a four year term.

The Town Administrator will appoint one (1) person for a one year term And one person for a (3) year term.

Non-Voting Ex-Officio Member. The Chairperson of the Leicester Cable Commission shall be a nonvoting member of the board except in the event of a tie.

2. Upon the expiration of the terms of any member of the initial Board of Directors, the term shall consist of three years.
3. No person may be elected to the Board of Directors for more than two consecutive terms. If, however, after an Annual election is legally held, a vacancy occurs, nothing in this article will prohibit a member who has served two consecutive terms from accepting an appointment to fulfill the vacancy until the next annual election.
4. Vacancy on the Board of Directors. If a vacancy occurs more than thirty days prior to the Annual meeting, the Board of Directors may fill that position by a majority vote of the remaining members of the Board of Directors with the designated representative of the Cable Commission acting as a voting members for the Board for that purpose only. The notification process as outlined in Section 2; Article 7, will be followed. If such vacancy creates the lack of a quorum of the Board of Directors, Article 1 of Section 3 will be re-instituted.
5. **ELIGIBILITY:** All Leicester residents, subscribers, education, government, health care, arts, religious, business and neighborhood organizations or other entities which are based in or serve Leicester and which support the corporation by contribution of money, service or equipment shall be eligible to serve on the Board of Directors. No one may serve on the Board of Directors without being a member of the Corporation.
6. **REMOVAL:** A director with the exception of the ex officio member may be removed by a vote of the majority of the directors then in office if he/she fails to attend three (3) consecutive regularly scheduled meeting. A director may also be removed by a 2/3 vote of a combination of the directors of LCAC and the Leicester Cable Commission present and voting if he or she is determined to be in gross dereliction of duties as described by the “code of conduct” as ratified at a special or annual meeting.
7. **EX-OFFICIO MEMBER:** The Chairman or a designee of the Cable Advisory Commission shall sit as an ex-officio member of the Board of Directors.
8. **STANDING COMMITTEE:** The Board of Directors may designate from their number, an Executive Committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

#### SECTION 4: OFFICERS

The Board of Directors shall yearly appoint a treasurer, clerk, accountant and such other officers as they determine. The accountant and the treasurer shall not be the same person. The Board of Directors may elect a president and vice president from among its members for a term of one year. No appointed officer shall be a member of the Board of Directors. The ex-officio member may be elected president or vice president. Compensation for appointed official, if any, will be determined by the Board of Directors.

1. **PRESIDENT:** The presidents shall be the chief executive officer of the corporation, shall have the responsibility for the general management of the affairs of the corporation and shall carry out the resolutions of the Board of Directors.
2. **TREASURER:** During the absence or disability of the president of the corporation, the vice president, then the treasurer shall have all the powers and functions of the president. The treasurer shall have the care and custody of the funds and securities of the corporation and shall deposit said funds in the name of the corporation in such bank account as the Board of Directors may from time to time determine. The treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; the treasurer may also sign checks, drafts, notes and order for the payment of money which shall have been duly authorized by the Board of Directors.
3. **CLERK:** The clerk shall keep the minutes of the meetings of the Board of Directors and the minutes of the meetings of the Members. The clerk shall have the custody of the seal of the corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. The clerk shall serve all notices for the corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the corporation.
4. **VICE-PRESIDENT:** The vice president shall serve in the absence of the Board of Directors.
5. **ACCOUNTANT:** The accountant shall manage the books of the corporation according the acceptable bookkeeping practices. He/she shall furnish financial statements and an audited statement at times determined by the Board of Directors.
6. **EXECUTIVE DIRECTOR:** The Board of Directors may appoint 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, and shall hire and

fire and supervise the daily operations of the employees of the corporation and shall have additional authority and duties as the Board of Directors may from time to time prescribe. All such policies, directions and duties of the corporation and in executive of the Executive Director's duties, he or she shall report to and be directly responsible to the President of the Corporation.

#### SECTION 5: AMENDMENTS

These bylaws may be altered, amended or repealed in whole in or part by a two-thirds vote of the membership attending and entitled to vote as described in Section 2.

Any bylaw exclusively pertaining to Leicester Cable Commission may be altered, amended, or repealed in whole or in part by two-thirds voted of a joint committee of the LCAC Board of Directors and the Leicester Cable Commission.

#### SECTION 6: PROCEDURE

Roberts Rules of Order shall be in effect at all meetings of the corporation.