

**BY-LAWS**  
**FOR THE**  
**BELMONT COMMUNITY**  
**MEDIA CENTER, INC (BCMC)**

*As adopted December 22, 2005*

**BY-LAWS FOR THE  
BELMONT COMMUNITY MEDIA CENTER, INC (BCMC)**

**ARTICLE I: NAME**

The name of this Corporation shall be BELMONT COMMUNITY MEDIA CENTER, INC. (hereinafter in these By-Laws referred to as the “Corporation” or “BCMC”), unless and until changed by Amendment of the Articles of Organization.

**ARTICLE II: PURPOSE**

The purposes for which the Corporation are organized shall be set forth in the Articles of Organization and these By-Laws, operating exclusively for charitable, nonprofit, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law. These purposes shall include, but not be limited to, the following:

- (1) develop and promote the concept of public access to existing and future communications media, including emerging digital technologies and their convergence.
- (2) establish, manage, maintain, and operate one (1) or more media access center(s) in order to:
  - a. educate Belmont residents, school groups, nonprofit Belmont organizations and the members of these organizations in the use of various media technologies, tools, and techniques;
  - b. provide Belmont residents, school groups, nonprofit Belmont organizations, ,and the members of these organizations with access to various media technologies, tools, techniques and public access channels;
  - c. develop and assist Belmont residents, school groups, nonprofit Belmont organizations and the members of the organization in the uses of various media technologies, tools, and techniques;
  - d. promote community based programming, using various media technologies, as vehicles of artistic expression and creativity, and to provide a public forum to promote a free exchange of ideas and information;
  - e. produce community based non commercial programming, using various media technologies, in the public interest;
  - f. facilitate programming in a non-discriminatory manner that reflects all diverse points of view expressed by Belmont residents, in keeping with their First Amendment rights to self-expression;
  - g. ensure that no censorship of programming content exists, except as necessary to comply with the Cable Communications Policy Act of 1984 (or the corresponding provision of any future federal cable television or telecommunications law), and the Federal Communications Commission prohibition of material that is obscene or contains commercial advertising;

- h. establish, maintain, and operate a system or systems for the distribution of various non-commercial media programming, in the public interest of the residents of Belmont;
  - i. serve as a back up emergency channel for information to the residents of Belmont;
- (3) apply for and to receive contributions, grants, donations, and loans of all types from individuals, organizations, for-profit or non-profit public and private corporations, government agencies, and others to support the purposes set forth in the Articles of Organization and these By-Laws;
  - (4) make loans, grants, gifts, payments or other contributions in order to realize the purposes set forth in the Articles of Organization and these By-Laws; and
  - (5) determine, conduct, and support, in any manner, any and all other lawful activities in furtherance of the foregoing charitable and educational purposes, either manifest or latent, which may be permitted under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE III: BOARD OF DIRECTORS**

#### **Section 1. Powers and Duties**

The Board of Directors of the Corporation (“Board”) will manage the Corporation’s resources for use by Belmont residents, school groups, nonprofit Belmont organizations, local government, and members of the *BCMC*. The Board shall lead the organization with vision and an understanding of what is needed to assure the long-term viability and growth of the Corporation. Upon being seated, the responsibility to manage the affairs and property of the Corporation is conferred on them. The Board of Directors must uphold the provisions of this document and protect the financial well being of the Corporation.

The Board of Directors shall have full power, by majority vote, to adopt rules and regulations governing its actions. The Board shall have full authority regarding the distribution of monies received by the Corporation. Distribution of funds shall follow the fundamental and basic purposes of the Corporation, as expressed in the Articles of Organization. Any proposed changes to these By-Laws shall require a two-thirds vote by members present at the annual meeting. The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual.

#### **Section 2. Number and Election or Appointment to Office**

The number of Directors shall be fixed at nine (9).

The seating of the initial Board of Directors will be through appointments made by the Board of Conveners.

Subsequently, three (3) of the Board seats will be elected by the general membership; four (4) of the seats will be appointed by the Board of Directors itself; and of the remaining two (2) seats: one (1) of the seats will be appointed by the Belmont School Committee and the other, one (1) seat will be appointed by the Town through the Board of Selectmen.

Within the limits prescribed by these By-Laws, the number of Directors may be changed only by a 2/3rds vote of the membership at the annual meeting.

A Director need not be a member of the Corporation prior to his or her election or appointment to the Board of Directors but must become one before being seated. Each Director shall continue in office until the expiration of the term for which he or she is elected, or until his or her successor shall have been elected, and qualified, or until resignation or removal.

### **Section 3. Term of Office**

The term of office for all Directors, after the initial board's shorter-terms have been completed, shall be for three (3) years. As stated above, the initial Directors shall be persons named by the Board of Conveners, and to establish a regular one-third yearly rotation of Board seats, the initial seats on the Board shall be filled as follows: there shall be three (3) terms expiring after the first Annual Meeting of the membership, three (3) terms expiring after the second Annual Meeting of the membership and there shall be three (3) terms expiring after the third Annual Meeting of the membership. At the first meeting of the initial Board, the length of terms for each member shall be decided by consensus.

After each initial Board member's term expires, he or she, or his or her successor may be elected for no more than two consecutive full terms of three (3) years each, thereby establishing a two-term limit for the Board of Directors.

A Partial Term, which would occur when a Board member is seated to finish out another person's three (3) year term, does not constitute a full term.

### **Section 4. Resignation or Removal**

A Director may resign by delivering his or her written resignation to the Chair of the Board of Directors with a copy delivered to the Executive Director. Such resignation shall be effective upon its acceptance by the Board of Directors, and the election or appointment of his or her successor shall follow within three meetings.

Any Director who fails to attend three (3) consecutive regular meetings of the Board of Directors without sufficient excuse may be removed from the Board of Directors by a majority vote of those present at a regular or special meeting of the Board of Directors.

If the majority of the Board of Directors determines that a Director needs to be removed for a reason other than attendance then a special meeting must be called to address the issue of removing the non-attending Director. The rules governing special meetings as detailed below must be followed. Any Director, proposed to be removed, shall be entitled to at least ten (10) days notice in writing by mail and shall be entitled to appear before and be heard by the Board of Directors at such meeting prior to such vote for removal taking place.

### **Section 5. Vacancies**

Any vacant seats on the Board of Directors, arising from any cause, may be filled for the remainder of the term of that seat by a majority vote of the Directors. The Secretary of the Board shall track all Board member terms and make such information readily available to who ever may request it.

### **Section 6. Disqualification**

No member of the Corporation's staff shall serve as a member of the Board of Directors. No close relative of the Corporation's staff shall serve as a member of the Board of Directors, nor shall any close relative of a member of the Board of Directors be an employee of the Corporation. No employee or close relative of an employee of a Belmont cable television operator, or its parent or affiliates, may serve as a member of the Board of Directors, nor shall any Director or close relative become an employee of a Belmont cable television operator, its parent or its affiliate. A close relative is defined by marriage, birth or adoption (e.g., spouse, sibling and offspring).

No official holding a town-wide elected position, e.g. Member of the Board of Selectmen, Member of the School Committee, Planning Board, Housing Authority or Town Moderator shall serve on the Board of Directors. In the case that a Board Member seeks elected office, he or she shall request a leave of absence from the time of their announcement as a candidate to the conclusion of the election.

### **Section 7. Compensation**

Directors shall receive no compensation for their services, except for free membership to the *BCMC* and access to all classes conducted by the *BCMC*. Disbursements of funds to Directors may only be allowed by resolution of the Board of Directors for reimbursement for any necessary out-of-pocket expenses incurred on behalf of the Corporation. A Director shall not be precluded from serving the Corporation in any other capacity, other than as a staff member, provided that a full disclosure of the nature of such service and the compensation thereof, if any, is filed with the Secretary of the Corporation. The Board of Directors, prior to the service being provided, shall approve a formal agreement with said Director. Said Director shall be precluded from voting on such formal agreement, or on any issue coming before the Board that relates to such service.

## ARTICLE IV: MEMBERSHIP

### Section 1. Membership

Membership shall consist of several categories, as designated by the Board of Directors by recommendation of the Membership Committee of the Board. Categories of membership shall include at a minimum, individual and organizational members. All members will have access to facilities training and equipment. The size of the membership base shall not be limited. The Board of Directors shall set suggested membership dues for the various types of membership. Except where otherwise specifically noted, the term "Person" refers to someone who either lives, works or belongs to an organization based in Belmont. All Persons serving on the Board of Directors shall be members of the Corporation upon election to the Board. Any Entity interested in becoming a member of the Corporation shall submit a written and signed application to the Corporation staff. Application Form shall be approved by the Board of Directors (as recommended by the Membership Committee) and reviewed annually.

### Section 2. Voting Rights

Individual members shall be entitled to one (1) vote, in person, on any matter submitted to a vote of the membership. A family can purchase a membership for the entire family, however that family has only one (1) vote. Organizations shall have one (1) vote, to be cast by a designated organizational representative. Proof of organizational affiliation and delegation may be requested. Proxy voting may only be allowed at the discretion of the Board of Directors. When allowed, every proxy vote shall be executed in writing and submitted to the Board of Directors prior to the vote of the membership.

## ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

### Section 1. Regular Meetings

Regular meetings of the Board of Directors for the transaction of such business as may be done in accordance with law, the Articles of Organization of the Corporation and these By-Laws, shall be held at such times as the Board of Directors may designate. The Board of Directors is to hold no fewer than eight (8) regular meetings each year. All meetings shall be open to Members.

### Section 2. Special Meetings

Special meetings of the Directors may be called by the Chairperson, or by four (4) or more Directors and shall be held at such times and for such purposes as may be specified in the call for said meetings.

**Section 3. Notice of Meetings**

Except as hereinafter required, no notice of the time, place or purposes of regular meetings of the Directors shall be necessary. Written notice of the first regular meeting of the Directors following any change in the time or place for such meeting, and written notice of all special meetings of the Directors, stating the time, place and purpose of the meeting, shall be given to each Director at least five (5) days prior to the day fixed for such meeting. The Secretary shall produce notice of the regular meetings of the Directors, when required. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the Secretary at the request of such person or persons. The Executive Director must be notified of all Board Meetings. The Board of Director's meeting dates, times and location shall be posted for the membership to see as follows: on at least one of the PEG cable channels, on the *BCMC* website, or using any other means to assure transparency in governance.

**Section 4. Quorum**

A majority of the seated Directors shall constitute a quorum for the transaction of Board business. The acts of the Directors present at any meeting, for which a quorum has been declared, shall be considered the acts of the Board.

In the event that all the Directors unanimously consent in writing to any action to be taken by Corporation, such action shall be considered as valid a corporation action as though it has been authorized at a meeting of the Directors.

**ARTICLE VI: MEETING OF MEMBERS****Section 1. Annual Meeting**

An annual meeting of the membership shall be held on the third Monday of September in each year, beginning in 2006, at 7:00 PM at the principal facility of the Corporation in Belmont, or at such other time and/or place in Belmont as the Board of Directors shall designate. At such time, the members shall elect Director(s) 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 Corporation 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 Belmont, or at such other places as the Board of Directors may designate 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 Meetings**

Notice of Annual Meeting and any special meetings of the members shall be disseminated by the local newspapers at least ten (10) days prior to the scheduled date of the meetings. In lieu of any written notice of a special meeting of members, at a minimum notice of such meeting must be given by posting the meeting information on one of the PEG access channels. If eighty percent (80%) of the members of record entitled to vote at the meeting do not have addresses of the record within the territory of general circulation of the newspaper required for official publication, the notice shall also be published in a newspaper or newspapers which have an aggregate territory of general circulation which includes the addresses of record of eighty (80%) of such members of record. Notice of meetings of the membership shall be posted on the Community Bulletin Board for a minimum of ten (10) days prior to the date of the 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**

A duly called Annual or special meeting of the members shall not be organized for the transaction of business unless a quorum is present, but the members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, and the acts of such a meeting shall be the acts of the members. A quorum shall consist of the presence in person, of ten percent (10%) or more of the size of the membership of the Corporation.

### **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. The initial Board appointees shall meet for the purpose of electing officers as soon as practicable after their appointment. Subsequently, the Board of Directors shall elect officers from the newly seated Board of Directors at the first meeting after the Annual Meeting of the membership. Any person may hold more than one office at any one time. Notwithstanding the above, however, there shall be at all times a minimum of three persons holding the offices of the Corporation. 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 chosen 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. The sole exception to this rule will be for the initial Board of Directors.

## **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 sub-committees and standing 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.

## **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.

## **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 or 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 this 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 as hereinafter defined to design the annual operating budget, which is to be presented to the 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**

Any Officer or member of the Board may resign by presenting his or her written resignation to the Chair or to any other Officer. A copy of said resignation should be sent to the Executive Director as well. Such resignation shall be effective upon its acceptance by the Board of Directors. The Board of Directors may remove from office any Officer by a two-thirds (2/3) vote whenever, in their judgment, the best interests of the Corporation will be served thereby.

#### **Section 7. Vacancies**

A vacancy in any duly constituted office may be filled by a majority vote of the Board of Directors, whenever it occurs.

#### **Section 8. Compensation**

Officers shall receive no compensation for their services as Officers of the Corporation as such; provided, however, that any Officer may, if authorized by the Board of Directors, be reimbursed for necessary expenses.

### **ARTICLE VIII: COMMITTEES**

#### **Section 1. Types of Board Committees and their Composition**

**Sub-Committees of the Board:** The Sub-Committees of the Board shall be as follows:

- a) Executive Committee
- b) Finance Committee
- c) Personnel Committee
- d) Board Development Committee

All Sub-Committees of the Board shall be comprised solely of members of the Board of Directors and may be assisted by assigned staff persons, as designated by the Board and the Executive Director.

**Standing Committees of the Board:** At the discretion of the Board, the Standing Committees of the Board may be as follows:

- e) Media Production and Programming Committee
- f) Technology Committee
- g) Outreach and Membership Committee
- h) Other Committees

The Chairperson of the Board shall appoint a chair of each standing committee from the membership of the Board, subject to the approval of the Board of Directors. Participation in all Standing Committees shall be open to all members. It is a desired objective of the Standing Committees to build participation by the membership in the organization's governance structure, to foster learn leadership skills, and to build collaboration among member, staff and the Board. When presented with problems in the areas of focus for each Standing Committee, they should work towards the solutions to problems and as a last resort, develop recommendations to the Board of Directors

### **Section 3. Committee Descriptions**

#### **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. Notwithstanding the number of offices any member of the Executive Committee may hold, the presence of at least three (3) members of the Executive Committee of the Board shall constitute a quorum for Executive Committee meetings.

The Executive Committee is further charged with the oversight, along with the full Board, of the overall financial well-being of the organization. This shall specifically include 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 renewals whenever they shall occur.

#### **b) Finance Committee**

The Finance Committee shall 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 the annual operating budget and work plan for the organization; 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. 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.

**c) Personnel Committee**

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

**d) Board Development**

The Board Development Committee shall nominate all candidates to be considered to fill the seats on the *BCMC* Board which are to be appointed by the Board of Directors. This Committee, in collaboration with the Secretary of the Board, shall maintain a record of the names of all Directors and their terms of office.

Further, it shall be the responsibility of the Board Development Committee to take an annual audit of the skill makeup of the Board and to proactively identify community leadership for potential Board seats. To accomplish this, they would develop and solicit interest, interview prospective Directors as identified from the membership, Standing Committee chairs and from staff suggestions.

**e) Media Production and Programming**

The Media Production and Programming Committee shall be responsible for ensuring that a wide variety of programming, which addresses the interests and needs of Belmont residents, school groups, nonprofit Belmont organizations, local government and members of the *BCMC*, is available whether through the production or acquisition of such programming.

This Committee shall review training curriculum, class schedules and production output of *BCMC*. It shall identify any problems and areas that may need attention. It shall formulate recommendations for solutions and actions that may be required of the Board of Directors.

This Committee shall also be responsive to any specific problems relating to the programming of the channels, Internet-delivered content, and similar issues. If resolutions are not successful then any matter may be taken to the Board of Directors for further exploration.

A clear set of guidelines for the handling of programmatic issues shall be established in the Rules and Procedures Manual as prepared by staff and presented for approval by the Board of Directors. The Rules and Procedures Manual should be reviewed at least bi-annually by staff and the Media Production and Programming Committee.

**f) Technology Committee**

The Technology Committee shall be responsible for developing and maintaining a three to five year plan for evaluating and recommending for purchase whenever it is practical to do so. This Committee should explore new technologies which will provide for additional services and promote programming opportunities, or will allow for a wider availability of current programming. The Technical Director (staff) should work closely with this Committee.

**g) Outreach and Membership Committee**

The Outreach and Membership Committee shall develop and implement strategies for developing a broad-based membership for the Corporation. The Outreach and Membership Committee shall recommend to the Board of Directors an annual membership campaign and, upon the adoption of an annual membership campaign by the Board of Directors, shall enlist members of the Board of Directors, *BCMC* members and other volunteers to assist in the implementation of such membership campaign. The Outreach and Membership Committee shall recommend to the Board of Directors categories of membership and the annual fees for each category.

**h) 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 the 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, supervise and evaluate the staff of the Corporation. All additional authority and duties shall be specified in a job description, as approved by the Board of Directors and reviewed each year as a part of the Executive Director's annual performance review (see below). The Executive Director shall report to, and be directly responsible to, the Board of Directors, with the Chairperson of the Board of Directors of the Corporation as the primary liaison between the Executive Director and the Board. The Executive Director shall be entitled to compensation for his or her service, renewal, and other provisions as established by the Board of Directors and detailed in an Employment Contract/Agreement.

It shall be the responsibility of the Board of Directors to perform an annual review, in the manner the Board determines to be most effective, of the Executive Director's performance and to set clear goals for his/her objectives for the following year.

## ARTICLE X: IMDEMNIFICATION

### **Indemnification of Officers**

Any member of the Board of Directors and any officer of *BCMC*, as a condition of accepting said office, shall be indemnified by *BCMC* against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of having been or being a member of the Board of Directors or an officer of *BCMC*, except for breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. Such right of indemnification is not to be deemed exclusive of any right to which he or she may be entitled under the laws of the Commonwealth of Massachusetts, these By-Laws, agreements, vote of members, or otherwise.

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.

The *BCMC* shall carry Directors and Officers Liability Insurance.

## 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, which provide services to the residents of Belmont, and which 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, however, 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: 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.

### Section 2. Fiscal Year

The fiscal year of the Corporation shall be twelve (12) months ending June 30<sup>th</sup> of any given year, except as, from time to time, otherwise determined by the Board of Directors, and shall follow the fiscal year of the Town of Belmont, Massachusetts..

### Section 3. Conduct of Meetings

Robert's Rules of Order, Revised, shall govern the conduct of all meetings of the members of the Corporation and the Board of Directors and its various committees, except where the same shall be in conflict with the law or these By-Laws.

### **ARTICLE XIII: AMENDMENTS**

Any part or all of these By-Laws may be altered, amended or repealed by a two-thirds (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. Subsequent to the Board of Directors vote, 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.