

Findings and Recommendations of the CCTV Bylaws and Policies and Procedures  
Subcommittee for the board of directors meeting on Sept. 24, 2013

1. Simplify the requirements to become a CCTV member.
  - a. Keep the eligibility requirement (must be a Concord or Carlisle resident, or an employee of business or school or non-profit organization in Concord or Carlisle.)
  - b. The process to become a voting member should be paying the applicable annual membership fee, signing the membership agreement, completing a CORI application and receiving CORI approval by the high school.
  - c. Eliminate the requirements for members to be elected by a majority vote of the board of directors, and issued membership cards or certificates by the board Secretary.
  - d. Continue the policy that the member must be 18 or older to vote on corporate matters.
  - e. Continue the policy that only one vote is allowed per company or organization, with the voter designated by the company or organization represented.
  - f. Be sure to know which people are authorized voters versus non-voters at all corporate meetings, including the annual meeting. **Bring** the current membership list and have a check-in requirement prior to the start of the meeting.
  - g. Require all board members to pay annual fees, too (it's not currently required.)
  - h. Go through the formal process specified in the bylaws to reflect the proposed changes in how members join CCTV, so that the bylaw changes can be approved at the January annual meeting. Eliminate the prohibition of taking nominations from the floor at annual meeting elections (Article 6 Section 4.)
  - i. Update CCTV Policies and Procedures to reflect these proposed changes, and clarify other confusing issues:
    - i) If any member's eligibility changes because of moving to another town or job, the membership will terminate at renewal time.
  - j. Question to the Board for discussion: Should CCTV allow professional, for-hire videographers to rent CCTV equipment and facilities for commercial (for-profit) productions, or should CCTV specify that they cannot use CCTV facilities or equipment for commercial work?  
**Answer by the Board: those present at the 10/17/13 board meeting discussed the pros and cons and agreed that rentals to members and non-members for commercial productions should NOT be permitted due to concerns about the safety and security of the facility and access restrictions required by CCHS.**
2. Lower annual member fees to make it easy for staff and volunteers to recruit and retain members. The membership fee is not a fund-raising mechanism. Fund-raising should be done separately.

The following membership fee structure is proposed:

- a) Individuals 18 and over: \$10
- b) Families: \$20
- c) Senior (age 65 and over): \$5
- d) Students: (grades 6-12) free  
(Younger children should be part of a family membership and supervised by their parents when at CCTV.)
- e) Companies and non-profit organizations: \$20

- 3. Change the “ownership” section of CCTV’s Policies and Procedures to emphasize that members are expected to work on producing non-commercial programming to be broadcast on one or more of CCTV’s PEG channels. Do not prohibit members from promoting their work elsewhere after broadcast on CCTV.

**Here are the sections of the CCTV BYLAWS that we recommend be amended:**

#### ARTICLE III. MEMBERSHIP

##### Section 1. Eligibility Requirements

All persons, businesses, organizations, institutions, corporations, and other entities in the Towns of Concord and Carlisle who subscribe to the purpose of the Corporation will be eligible *[DELETE: to election to] {INSERT: for}* membership in the Corporation. The membership will not be limited as to number. All persons serving on the Board of Directors will automatically become members of the Corporation upon election to the Board. *{INSERT: All directors must also submit the appropriate membership and CORI applications and pay annual membership fees.} [DELETE: At its sole discretion, the Board of Directors may require members to support the Corporation through annual contributions of money, equipment or service.]*

##### Section 2. *[DELETE: Election of Members] {INSERT: Acceptance of Members}*

Any person wishing to become a member of the Corporation will submit a written and signed application, *[DELETE: on a form approved by the Board of Directors,] {INSERT: a completed CORI application, and membership fee payment}* to the *[DELETE: Secretary of the Corporation] {INSERT: Executive Director or other designated staff member of CCTV, pending CORI acceptance by Concord Carlisle Regional High School}*. *[DELETE : All such candidates for membership will be approved as members by a majority vote of the Board, and] {INSERT: Acceptance of new}* members will not be arbitrarily withheld.

*[DELETE: The Secretary will, upon said election, issue each new member a card or certificate that bears the Corporate Seal, the member’s full name, and the date upon which he or she became a member of the Corporation.] {INSERT: The staff of CCTV will track and maintain a list of the membership, and provide this information to the Secretary of the Corporation as needed.}*

### Section 3. Rights of Members

All members will have a right to notice of and attendance at meetings of the Corporation. The Secretary will, at least five (5) days prior to any regular or special meeting of the Corporation, prepare a complete list of members and post such list either at the site where the meeting is to be held, at the Towns' Offices, or both. At every regular or special meeting of the members, each member authorized to vote will be entitled to one (1) vote, in person, on each matter submitted to the members for approval. No proxies may be entered for absent members at any meeting.

### Section 4. Revocation of Membership

Upon written petition submitted and signed by at least three (3) Directors or members of the Corporation, the Board of Directors will consider the revocation of membership for any current member of the Corporation. The Board of Directors may remove from membership said person by a two-thirds (2/3) vote, whenever in their judgment the best interests of the Corporation will be served thereby. Upon said vote, *[DELETE: and within ten (10) days] {INSERT: effective immediately,}* the person so removed will forfeit his or her membership *{INSERT: and all rights of membership. The Secretary of the Corporation will provide revoked members with written notice, and delete the person's name from the membership list.}*

### Section 5. Presiding Officers

The President of the Corporation will preside at all regular or special meetings of the members, and the Secretary of the Corporation will record the minutes of all such meetings *{INSERT: and any votes taken at such meetings}.*

### Section 2. Number of Directors

#### **Combine last sentence and sentence fragment:**

These Directors will be fully empowered to conduct Corporation business and have full voting rights, *however*, they may not serve as officers of the Board.

### Section 4. Resignation or Removal

Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without sufficient excuse *{INSERT: , or who demonstrates malfeasance or ongoing neglect of his or her board responsibilities}* may be removed from the Board of Directors by a majority vote of those present....

### Section 5. Vacancies

A vacancy among the elected Directors arising at any time and for any cause may be filled *{INSERT: by appointment }* for the unexpired term at any meeting of the Board of Directors by a majority *{INSERT: vote}* of the Directors then in office.

## ARTICLE IV: MEETINGS OF THE CORPORATION

### Section 1. Annual Meeting

An annual meeting of the Corporation will be held on *[DELETE: the first Thursday of January after January 1st] {INSERT: on a date in January specified by the Executive Committee of the Board of Directors}...*

## ARTICLE VI. ELECTIONS OF THE BOARD OF DIRECTORS

Section 3. *[DELETE: Independent nominations can be made by any member in good standing.] {INSERT: Any member aged eighteen or older may make independent nominations. (Paragraph continues, although it is not quoted here.)}*

Section 4.

*[DELETE: There will be no nominations made from the floor of the meeting except when there are insufficient candidates nominated by the Nominating Committee and/or by independent nominations to fill the minimum number of vacancies.] {INSERT: Nominations may also be made from the floor.}* With the exception of the four appointed Directors, as prescribed in Article V, members of the Board of Directors will be elected by a *[DELETE: plurality] {INSERT: majority}* of those present.

## ARTICLE VII. 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 *{INSERT: , and Bylaws}* of the Corporation, and these *{DELETE: bylaws} {INSERT: meetings}* will be held at such times as the Board of Directors may call from time to time.

Section 4. Quorum

*{DELETE: A majority of the Directors in office will be constitute a quorum for the business,} {INSERT: Attendance by a number of board members (both elected and appointed) equal to a majority of the elected board members then in office shall constitute a quorum for conduction board business,}...*

## ARTICLE VIII. OFFICERS

Section 2. Duties of President

*Delete "membership certificates" and correct spelling of "contracts"*

Section 5. Duties of the Treasurer

... will submit a *[DELETE: monthly] {INSERT quarterly}* financial statement *{INSERT prepared internally}* and an annual *[DELETE: audited] {INSERT: financial}* statement *{INSERT: prepared by an independent certified public accounting firm approved by the Board of Directors}* of all such receipts and disbursement to the Board of Directors for their examination and approval."

## ARTICLE IX. COMMITTEES

*Establish Standing Committees as specified in the Bylaws (Finance, Facilities, Membership, and Production)*

ARTICLE X. *[Delete: MANAGING DIRECTOR] {Insert: EXECUTIVE DIRECTOR} wherever it appears.*

## ARTICLE XII. LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Director, officer, *{INSERT: staff member}* or member will be entitled to any distribution or division of its remaining property or its proceeds....

### Section 5. Conduct of Meetings

Robert's Rules of Order, Revised, *{INSERT: or such other procedures agreed upon by the Board of Directors,}* will govern the conduct of all meetings of the members of the Corporation and the Board of Directors and its various committees....

The procedures for amending bylaws are

1. Any member **in good standing** may propose amendment in writing to the Secretary
2. BOD must have an open hearing within 30 days of receipt of the proposed amendment(s) and the proposed amendment and notice of the hearing must be posted both in writing and on at least one of the access channels' message boards for at least 10 days prior to the hearing
3. At the end of the hearing, the BOD must take an open vote. **Two-thirds (2/3)** of the Board of Directors present is needed to pass the proposal.
4. The members may recall the vote of the BOD by submitting a petition of 20 signatures of members in good standing to the Secretary. The same notice and hearing procedures must then be repeated. A vote of 2/3 of the members present at the second hearing can overrule the BOD vote.

In addition, the Executive Committee recommends the following changes to the Bylaws:

## ARTICLE IV. MEETINGS OF THE CORPORATION

### Section 1. Annual Meeting

An annual meeting of the Corporation will be held on *[DELETE: the first Thursday of January after January 1<sup>st</sup>] {INSERT: a date in January specified by the Executive Committee of the Board of Directors}....*

and

## ARTICLE VII. MEETINGS OF THE BOARD OF DIRECTORS

### Section 4. Quorum

*[DELETE: A majority of the Directors in office will be constitute a quorum for the business,] {INSERT: Attendance by a number of board members (both elected and*

*appointed) equal to a majority of the elected board members then in office shall constitute a quorum for conducting board business, }...*

**Here are the sections of the CCTV POLICIES AND PROCEDURES that need to be changed:**

In general, it would be good for CCTV to issue a new and improved edition of its Policies & Procedures document. We recommend that the Executive Director undertake this project during 2014. CCTV might want to emulate the example of the PEG access provider for Philadelphia, PA (PhillyCam,), which has developed a comprehensive, welcoming, and well-written Member Handbook.

To specifically address the recommendations of the CCTV Bylaws, Policies and Procedures Subcommittee, the staff should update the following sections of its existing document:

I. Introduction

“We are a not-for-profit corporation whose membership is devoted to the mission of local public access television....”

“CCTV, Inc. administers 3 channels... educational access channel (99).

II. Mission Statement

“It is a public television forum for all residents, business, and organizations, schools, and town government in Carlisle and Concord.”

III. Membership Requirements & Fees

“Your membership status gives you the right to vote at all annual or special meetings of the Corporation (if you are age 18 or older) and to have access to CCTV’s equipment and facilities (once trained/certified by CCTV staff), to training and educational opportunities provided by CCTV staff, to participate in making and submitting programs for broadcast on CCTV’s three channels, and to interactions and cooperative endeavors with fellow CCTV members.

Update the pricing recommendations and categories in the membership fee section.

IV. Relationship Between CCTV and Members:

“CCTV is a private non-profit corporation.” Delete the word “private.” (Subcommittee note for BOD: all not-for-profits are by definition public entities and must conform to state and federal reporting requirements, so it is not accurate to identify it as a private organization.)

“Members and producers are not agents or employees of CCTV. They are considered to be independent producers who create non-commercial programming for themselves or their organizations. They provide these programs to CCTV for broadcast. CCTV has the right to determine if the submitted programming meets technical requirements, and if not, to decline to broadcast that programming. Otherwise, CCTV will broadcast member programming on a non-exclusive basis, without editorial judgment of program content,

except as it pertains to potentially offensive content being restricted to broadcast during the hours of 10 p.m. until 6 a.m.

#### V. Use of Equipment/Facilities

“Requirements:

To use CCTV equipment and/or facilities, a member must:

{CHANGE THESE:}

1. Strike “Provide proof of current membership” and replace it with “Be on the current member list.”

And

4. Use CCTV’s equipment and facilities exclusively for the creation of non-commercial programming with the specific intention of submitting it for non-exclusive broadcast on one or more of CCTV’s PEG access channels. It is expected that all non-commercial programming produced by members will be broadcast by CCTV first, and after that may be promoted and broadcast elsewhere as the member wishes. Commercial programming is not allowed at CCTV. For-hire videographers are required to use their own equipment for their commercial (for-profit) productions. They may not use CCTV facilities or equipment for commercial work.

#### Ownership

Change the sentence in the first paragraph as follows: “CCTV retains the right of first broadcast of all member programming, and unlimited broadcasts on its cable stations and over the internet.”

Delete the second paragraph.