



Office of the
BOARD OF SELECTMEN
272 Main Street, Townsend, Massachusetts 01469

Wayne Miller, Chairman
James M. Kreidler, Jr.,
Town Administrator

Don Klein, Vice-Chairman
(978) 597-1701

SELECTMEN'S MEETING MINUTES FOR APRIL 2, 2020 AT 3:00 P.M.

NOTE REGARDING ACCESS AND PARTICIPATION

Governor Baker declared a State of Emergency to respond to COVID-19 on March 10, 2020 and ordered a suspension of certain provisions of the Open Meeting Law M.G.L. c. 30A, s 20 on March 12, 2020.

The Board of Selectmen closed the town offices, including boards and committee meetings consistent with the Governor's March 12th order, to public access to promote social distancing and reduce the spread of COVID-19.

Accordingly, the Board of Selectmen meetings will not be open to the public for physical attendance until further notice.

I. PRELIMINARIES - VOTES MAY BE TAKEN:

1.1 Call the meeting to order and roll call.

WM called the meeting to order at 3:00P.M. Remote call in in accordance with the provisions of the Open Meeting Law M.G.L. c.30A s20 on March 12, 2020.

1.3 Announce the meeting is being tape recorded.

1.3 Chairman's Additions or Deletions.

II. APPOINTMENTS AND HEARINGS - VOTES MAY BE TAKEN:

2.1 3:00P.M. Discussion with the Town Clerk, Kathleen Spofford, RE: Postponement of the Annual town election and town meeting.

Kathy Spofford, Town Clerk attended the meeting to discuss the updates from the State for the election and town meeting. DK moved to postpone the annual town election to a date to be determined by the Town Clerk. WM seconded. Unanimous vote.

Ms. Spofford to work with Town Counsel for reduced hours of voting.

DK moved we reach out to Town Counsel to determine if we can reduce the hours of our town election and if so we set the date in consultation with the Town Clerk. WM seconded. Unanimous vote.

DK moved to tentatively move the town meeting date out to June 2, 2020. WM seconded. Unanimous vote.

III. APPOINTMENTS OF OFFICIALS/PERSONNEL - VOTES MAY BE TAKEN:

- 3.1 Discussion regarding the appointment of Interim Police Chief, Jay Sartell to the position of permanent Police Chief.

The Board members support the hiring of James Sartell as Police Chief.

DK moved to appoint James Sartell as the permanent Police Chief upon completion of successful contract negotiations. WM seconded. Unanimous vote.

IV. MEETING BUSINESS - VOTES MAY BE TAKEN:

- 4.1 Discussion/Vote to extend the due date for real estate and personal property taxes until June 30, 2020 and to waive the interest on excise taxes.

DK moved to extend the due date for real estate and personal property taxes until June 30, 2020 and to waive the interest and penalties on excise taxes. WM seconded. DK inquired about cash flow if the Board extended the due dates. Mr. Kreidler explained the town is taking a hit for decreased revenues and the State has authorized short term borrowing if cash flow becomes a problem. Unanimous vote.

- 4.2 Discussion/Vote to implement a spending freeze for all non-essential positions and expenses. Mr. Kreidler relayed the non-essential positions are for vacancies, noting several current employees were concerned that it may apply to them.

DK moved to implement a spending freeze for all non-essential positions and expenses. WM seconded. Unanimous vote.

- 4.3 Update/Discussion, RE: Legal Expenses.
Mr. Kreidler informed the Board the town is over expended on the legal budget by \$19,000.00 currently with a few months left in the fiscal year.

- 4.4 Review/ Approve and authorize the Town Administrator to sign the memorandum of agreement for the Middlesex Regional SafeKeep Program.

The Board reviewed the memorandum of agreement. (see attached) DK moved to authorize the Town Administrator to sign the memorandum of agreement for the Middlesex Regional SafeKeep Program. WM seconded. Unanimous vote.

- 4.5 Review/Approve and authorize the Town Administrator to sign for the acceptance and approval of the bylaws for the Townsend Community Access and Media, Inc.

DK moved to authorize the Town Administrator to sign for the acceptance and approval of the bylaws for the Townsend Community Access and Media, Inc. WM seconded. Unanimous vote.

V. WORK SESSION - VOTES MAY BE TAKEN:

- 5.1 Town Administrator updates and report.
Discussion, RE: Maintenance Tech position.

The Board supported filling this position as it's needed for the additional cleaning that will be required. Mr. Kreidler informed the Board this position is considered essential under Governor Baker's order. Mr. Kreidler to post for the position and begin recruitment.

Discussion/Vote: RE: Authorize the Town Administrator to sign documents with the approval of the Chair until further notice.

DK moved to authorize the Town Administrator to sign documents on behalf of the town with the approval of the Chair until further notice. WM seconded. Unanimous vote.

DK asked Jim to be sure the Departments are tracking their expenditures for possible reimbursement from the State government. Mr. Kreidler informed the Board he was attending the MEMA conference call to discuss possible covid-19 related reimbursements under the State of Emergency proclamation.

Mr. Kreidler informed the Board there's been some security concerns with virtual meeting software such as zoom. DLS announced a free of charge software called gotomeeting is being offered. DK relayed zoom is doing some security updates.

The Departments have been submitting weekly reports regarding the operations of their offices. DK asked if there's been any problems. Mr. Kreidler relayed there's some issues with the Treasurer/Tax Collector's office that are being worked on in regards to picking up tax payments from the drop box.

5.2 Board of Selectmen announcements, updates, and reports.

WM informed the Board that Kym Craven asked for town support and communications help for the TEO and their services.

VI. ADJOURNMENT:

DK moved to adjourn at 3:35P.M. WM seconded. Unanimous vote.

Respectfully submitted by,

Carolyn Smart, Executive Assistant

Voted to approve the meeting minutes for the meeting of April 2, 2020 by the Board of Selectmen this 21st day of July, 2020.



Office of the Town Clerk
TOWN OF TOWNSEND
272 Main Street Townsend, Massachusetts

2.1

Kathleen M. Spofford, CMMC, Town Clerk
Jessica A. Funairole, Assistant Town Clerk

Office: (978) 597-1704
Fax: (978) 597-8135

Date: March 30, 2020

RE: Postponement of Annual Elections, Chapter 45 of the Acts of 2020

Today I attended a virtual zoom meeting with the Massachusetts Town Clerk's Association in which Lauren Goldberg of KP Law gave us an update of how to go about postponing the Annual Elections according to Chapter 45 of the Acts of 2020.

The Board of Selectmen meet and vote to postpone the election. If they do not meeting, the Board of Registrars can meet to postpone also. A new date does not have to be set to postpone, it may be set at another time. All other duties and deadlines apply except for the last day to register to vote is set 10 days before the new date of the election, the hours are 2:00 to 4:00 pm and 7:00 to 8:00 pm.

When setting the new date, it must be 20 days before the election and the election cannot be after June 30, 2020, therefore the last date to set the election AND notify the voters would be June 10, 2020. Election hours may be shortened as long as the polls are open for four hours and include the hours of noon to 4:00 pm. Because the agreement with the NMRSD includes the time for the election 7:00 am to 8:00 pm, I believe the three towns would have to go to court to get this changed. Absentee voting and Early voting shall apply for this election and should be encouraged. Therefore to shorten the hours would mean there would be less exposure to the community and more time to process the absentee and early voting ballots after the polls close if unable to complete the task within the set hours of the election.

When posting the warrant, a notice stating the vote of the BOS to postpone the election and a copy of Chapter 45 of the Acts of 2020 shall be posted in the same locations as well as on the website as well as a copy of the sample ballot on the website. Voters will be notified of the new date 20 days before the election. "The notice may include, but shall not be limited to, a "reverse 911" call, municipal list-serve notifications, advertisement on local cable television or issue of a press release sent to the local media."



Office of the
Town Administrator
272 Main Street
Townsend, Massachusetts 01469

4.2

TO: All Department Heads and Boards

FROM: Jim Kreidler/Town Administrator
Lauri Plourde/Town Accountant

DATE: March 27, 2020

RE: FY20 Budget Spending Freeze

Due to the impact, the COVID-19 virus is having on local government revenues the Town anticipates receiving a significant reduction in budgeted revenues which could result in a revenue deficit. For this reason, the Town will be implementing a budgetary spending freeze on all spending with the exception of payroll, utilities and contractual obligations as of March 30th, 2020. Any other expenditures that you feel are essential to the day to day operations of your department must be approved by the Town Administrator and the Town Accountant **prior** to making any purchases.

The spending freeze does not apply to Grant, Special Revenue, and Trust Fund expenditures. Please don't hesitate to call or email if you have any questions.



EXPENDITURE REQUEST FORM

TO: TOWN ADMINISTRATOR
TOWN ACCOUNTANT

DATE:

FROM:

OFFICER/DEPT HEAD:

Vendor Name:

Amount requested for expenditure:

\$ _____

The amount requested to be used for the following reasons:

Date of Approval

Date of Approval

Town Administrator

Town Accountant

Original to Town Accountant

Copy to Finance Committee, Board of Selectmen, Department/Board or Commission

Carolyn Smart

From: James Kreidler <jkreidler@townsend.ma.us>
Sent: Monday, March 30, 2020 12:11 PM
To: 'Wayne Miller'; 'Don Klein'; Carolyn Smart
Subject: Financial Relief Votes Required of the Board

4.1

Wayne and Don,

These are the matters that require the chief executive officer of a city, town or district, as defined by law, to vote to extend:

(i) the due date of bills for taxes from May 1 to a date not later than June 1, 2020;

(ii) the deadline for preliminary tax payments for real estate and personal property from May 1 to a date not later than June 1, 2020; and

(iii) the deadline to apply for exemption from certain property taxes from April 1 to a date not later than June 1, 2020.

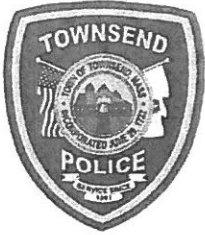
(b) Mandates that notwithstanding laws concerning the assessment of local taxes, if municipal offices are closed as a result of the outbreak of the 2019 novel Coronavirus or the declaration of a state of emergency issued by the governor on March 10, 2020 on the date that a tax payment, abatement or exemption application is due, the due dates will not be extended except pursuant to this section.

SECTION 12. Allows the chief executive officer of a city or town to waive the payment of interest and other penalty for late payment of any excise, tax, betterment assessment or apportionment thereof, water rate or annual sewer use or other charge added to a tax for payments made after its respective due date but before June 30, 2020.

Please let me know when it is most convenient to schedule a virtual meeting to vote these matters if it is your wish to do so.

Jim

James M. Kreidler, Jr.
Town Administrator
Townsend, MA 01469



4,4

Townsend Police

MEMORANDUM

DATE ISSUED: 3/19/2020

NUMBER: N/A

To: James Kreidler
From: Deputy Chief James Sartell
Subject: Middlesex Regional SafeKeep Program
Date: March 19, 2020
No.: N/A

As you are aware, the police department has long been in support of the formation/creation of a "regional lockup." Regionalizing this obligation would most certainly increase efficiency, reduce costs, and mitigate the liability associated with housing arrestees pre-arraignment at the police station. This summer, the Middlesex County Sheriff's Office began the Middlesex Regional SafeKeep Program as a pilot project. There are now over 20 towns who have entered into an agreement with the Sheriff's office for these services. It should be noted that there are a number of limitations to the program (male detainees only, no protective custody or juveniles, hours the service is available, etc.) and we will still need to provide these detainment services in many instances. That said, joining the program would almost certainly alleviate the responsibility of housing a significant number of those detained prior to arraignment on criminal charges and their subsequent transportation to court.

It should be noted that Middlesex County Jail is accredited by the American Correctional Association (ACA). The ACA sets the standard for the effective operation of correctional facilities throughout the United States and accreditation signals compliance with industry best practices. The facility houses male detainees awaiting trial and inmates serving sentences of up to 2 ½ years. As such, the facility is equipped to provide housing services such as the dispensing of needed medications, special diets, etc. I have attached the Memorandum of Understanding for your review and look forward to the opportunity to discuss the merits of our inclusion in this program.

MEMORANDUM OF AGREEMENT BETWEEN THE MIDDLESEX SHERIFF'S OFFICE AND THE TOWN OF TOWNSEND REGARDING USE OF THE MIDDLESEX SHERIFF'S OFFICE REGIONAL SAFEKEEP HOLDING FACILITY

This memorandum of agreement (hereinafter, "MOA") is made between the Middlesex Sheriff's Office (hereinafter, "MSO") acting by and through Middlesex Sheriff Peter J. Koutoujian and the Town of Townsend, acting by and through Town Administrator, James M. Kreidler, Jr. (hereinafter, "MUNICIPALITY") (each a "Party" and together the "Parties").

WHEREAS, the MSO is responsible for the care, custody and control of inmates and pretrial detainees incarcerated at the Middlesex Jail and House of Correction (hereinafter, "MJHOC") in Billerica, Massachusetts. Additionally, the MSO is responsible for the administration of the MJHOC pursuant to statutory authority and other applicable laws and waivers;

WHEREAS, the MSO has established the Middlesex Sheriff's Office Regional Pre-Arrestment Safekeep Holding Facility (hereinafter, "MSORS");

WHEREAS, the MSO may permit police departments from municipalities within the Commonwealth of Massachusetts to use the MSORS as a regional pre-arrestment holding facility for the short-term detention of persons arrested by officers of the MUNICIPALITY Police Department prior to arrestment, subject to the following conditions and restrictions;

Now, therefore, in consideration of the mutual understanding of the Parties to this MOA, the Parties do mutually agree as follows:

1. The MSO shall permit the MUNICIPALITY to use the MSORS for the short-term detention of pre-arrestment arrestees (hereinafter, "detainees") on a daily basis (seven days a week). Such use of the MSORS shall be subject to the limitation that from Monday through Friday, the MSO will only take detainees after 7pm, unless the weekday falls on a Holiday. If the Holiday falls on a weekday, the MSO will take detainees any time subject to availability of space in the MSORS.
2. The MSO will not accept any female detainees, protective custody arrests, or any individual under the age of eighteen (18) for detention in the MSORS.
3. The MUNICIPALITY shall be responsible for transporting the detainee to the MSORS. Once in MSO custody, the MSO will be responsible for transporting the detainee to the appropriate court on the following business day.
4. The MUNICIPALITY shall be responsible for ensuring that a judicial determination of probable cause is made following a warrantless arrest in accordance with *Jenkins v. Chief Justice of the District Court Department*, 416 Mass. 221 (1993).
5. The MUNICIPALITY shall ensure that all detainees are reviewed and have a bail/no bail status determined prior to transport to the MSORS. If a detainee is seeking to be bailed out once in MSO custody, the policies and procedures of the MSO relative to bail process will apply.

6. The MUNICIPALITY shall ensure that any detainee who is charged with domestic assault/assault and battery, must be held by the MUNICIPALITY for a period of at least six (6) hours before being transported to the MSORS in accordance with M.G.L. c. 276, § 42A, 57, 58.

7. The MUNICIPALITY shall be responsible for informing MSO intake personnel if the detainee has an active Immigration and Customs Enforcement (hereinafter, "ICE") detainer.

8. If a detainee with an active ICE detainer is seeking to be bailed out while in MSO custody, the MSO will notify ICE officials that the detainee is seeking to be bailed. The MSO will not interfere/delay the bail and release process for a detainee with an active ICE detainer to accommodate pick up by ICE officials. If ICE officials are present in the MSO facility when the detainee with an active ICE detainer is bailed, then the detainee will be transferred to ICE custody.

9. The MUNICIPALITY shall be responsible for conducting a medical and mental health assessment of each detainee prior to transport to the MSORS, and shall only transport to the MSORS those individuals medically cleared in accordance with the policies and procedures of the MUNICIPALITY Police Department. Any detainee with a visible or bleeding wound or who is complaining of an acute medical condition will be taken by the officers of the MUNICIPALITY Police Department to the hospital emergency room before transportation to the MSORS. The MUNICIPALITY will provide the MSO intake personnel with all information regarding the detainee's medical and mental health status that its staff has learned from the assessment.

10. If the detainee is intoxicated, the MUNICIPALITY agrees to adhere to a reasonable waiting period or observation of the detainee prior to transport to the MSORS, dependent on the detainee's medical/physical condition.

11. The MUNICIPALITY will be required to complete the required MSO form entitled "Police Department Safekeep Form & Checklist" and submit a full booking sheet, including a brief narrative of the arrest, before a detainee is accepted in the MSORS.

12. The MUNICIPALITY will be responsible for reimbursement of all medical expenses incurred by the MSO that are not covered by Mass Health. This includes, but is not limited to costs for medications administered to the detainee while in MSO custody. The MUNICIPALITY will also be responsible for reimbursement to the MSO of all costs associated with the care of the detainee, including but not limited to, costs incurred for staff overtime when a detainee is sent out to the hospital or other medical facility which requires the presence of MSO correctional staff during the hospitalization and/or outside medical visit.

13. The MSO will transport detainees requiring emergency medical care to the appropriate hospital or medical facility outside of the MJHOC. The MSO will notify the MUNICIPALITY when such emergency transportation is required. The MSO shall provide security coverage until officers from the MUNICIPALITY arrive and relieve MSO staff. The MUNICIPALITY agrees to arrive and relieve MSO correctional staff as soon as possible after being informed by the MSO of the need for an emergency medical transportation.

14. If the policy and procedures and legal prerequisites allow, whenever possible the MUNICIPALITY will be billed directly for costs associated with detainee care. If the MSO pays for the cost of the detainee care, MSO will be reimbursed for the cost of detainee care related to this MOA in accordance with the MUNICIPALITY policies and procedures and legal prerequisites.

15. The MUNICIPALITY shall deliver to the MSO all of the belongings and personal property of any detainee it transports to the MSORS. The personal property and belongings shall accompany the detainee when they are transported by the MUNICIPALITY to the MSORS. The MUNICIPALITY shall properly inventory the personal property of the detainee and provide the detailed inventory list to MSO staff upon intake. The MSO shall be responsible for holding detainee belongings and personal property.

16. The MUNICIPALITY, through the police officer transporting the detainee, will be required to sign an official request form referred to in #11 above as the MSO "Police Department Safekeep Form & Checklist" to hold said detainee at the MSORS.

17. The MSO reserves the right to refuse to accept any detainee from the MUNICIPALITY for detention in the regional safekeep holding facility.

18. The MSO shall be responsible for responding to any inquiries made by media outlets regarding detainees that are in the custody of the MSO within the MSORS.

19. The Parties reserve the right to terminate this agreement at any time with a thirty (30) day written notice.

20. The Parties understand that this agreement will be periodically evaluated and the terms and conditions are subject to change only by written agreement of the Parties.

21. In accordance with 28 C.F.R. Part 115.111, the MSO has a zero-tolerance policy towards all forms of sexual abuse and sexual harassment. The MSO is certified as compliant with the Prison Rape Elimination Act by the U.S. Department of Justice.

22. The Parties agree that this Agreement contains their complete agreement with respect to the subject matter of this Agreement and supersedes all prior and contemporaneous oral and written agreements and discussions, and that this Agreement shall not be modified in any way except by a written instrument signed by all the Parties hereto.

23. This Agreement shall be construed and governed by the laws of the Commonwealth of Massachusetts. The Parties agree that any action arising out of this Agreement shall be brought exclusively in a federal or state court of competent jurisdiction within the Commonwealth of Massachusetts, to the exclusion of any other court, and the Parties voluntarily and expressly agree to submit to the jurisdiction of such court.

24. The Parties agree that if any provision of this Agreement is declared to be illegal, unenforceable, or void, the validity of the remaining parts, terms or provisions shall not be affected thereby and said illegal or invalid part, term or provision shall be deemed not to be a part of the Agreement. The Parties further agree that a failure of either Party to seek redress for

a violation, or to insist upon the strict performance, of any provision of this Agreement shall not waive the Parties right to require performance of the same, or any other provision of this Agreement at any time thereafter.

25. Unless otherwise expressly stated in this Agreement, no mention in this Agreement of any specific right or remedy shall preclude the MSO or the MUNICIPALITY from exercising any other right, or from having any other remedy, or from maintaining any action to which it may otherwise be entitled either at law or in equity.

26. The Parties will execute all such further and additional documents as shall be reasonable, convenient, necessary or desirable to carry out the provisions of this Agreement.

27. No legal obligation shall arise with respect to any matter covered by this Agreement until this Agreement is executed by the MSO and the MUNICIPALITY and delivery is made to each.

28. This Agreement may be executed in any number of counterparts and each of such counterparts shall, for all purposes, be deemed to be an original and all such counterparts shall together constitute but one and the same Agreement.

29. The undersigned signatories hereby represent that they are duly authorized to enter into, execute and deliver this Agreement. This Agreement shall bind and insure to the benefit of the Parties hereto and their respective representatives, successors, agents, servants, employees, principals, managers, officials, officers, and assigns.

IN WITNESS WHEREOF, the Parties have executed this Agreement on this _____ day of _____ 2019.

MIDDLESEX SHERIFF'S OFFICE

MUNICIPALITY

Peter J. Koutoujian

Sheriff

Townsend

Town Administrator

Townsend

Chief of Police

4.5

**Bylaws of Townsend Community Access and Media,
("Townsend CAM")
Adopted _____, 2020**

**Article 1
Name, Purposes, Powers and Related Matters**

The name of Townsend Community Access and Media, Inc. (hereinafter in these Bylaws referred to as the "Corporation"), the location of its principal office and its purposes shall be as set forth in the Articles of Organization and these Bylaws subject to change, if any, as may be determined in accordance with the Articles of Organization and the Bylaws. The Corporation shall be exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended from time to time, and shall, to carry out its primary purpose, provide non-commercial public, educational and governmental cable access and related technology services to the residents, local government, schools, nonprofit organizations, businesses and other institutions and organizations in the Town of Townsend.

The powers of the Corporation and of its Directors, officers, committees and members, and all matters concerning the conduct and regulation of the affairs of the Corporation and the manner in which and the officers and agents by whom its purposes may be accomplished shall be governed by such provisions in regard thereto, if any, as are set forth in the Articles of Organization and these Bylaws.

All references in these Bylaws to the Articles of Organization shall be constructed to mean the Articles of Organization as from time to time amended.

**Article 2
Members**

1. Eligibility

All residents of the Town of Townsend and organizations based in the Town are eligible for membership in the Corporation.

2. Qualification for Voting Membership

Voting membership in the Corporation is open to individuals residing in Townsend or in the case of an organization based in Townsend, such organization may be an organizational member and have one vote, which vote may be cast by a duly appointed representative of said member organization and, to vote, such residents or organization based in Townsend must demonstrate their interest in the affairs of the Corporation by:

- a. Completing and returning to the Corporation an Access Membership Enrollment Form;
- b. Paying the prescribed membership dues, if any, by category, as they may from time to time be established by the Board of Directors; and
- c. Having been Members of the Corporation for at least sixty (60) days prior to any meeting of members.

3. Annual Meeting of Members

The Annual Meeting of Members shall be held in Townsend, at such place as the Board of Directors agree, each year during the months of September or October for the purpose of electing Directors and transacting such other business as may properly come before the meeting. The time and place of the Annual Meeting shall be determined by the Corporation's Board of Directors and Members shall be notified of each meeting as provided herein.

4. Special Meeting of Members and/or Directors

Special Meetings of Members and/or Directors shall be called by the President upon request of the Board of Directors or upon written request therefore submitted to the Corporation by not less than one-tenth of all members entitled to vote at such a meeting.

5. Notice of Meetings

A written notice of every annual or special meeting of the Corporation, stating the place, date, hour, and purpose shall be given not less than seven (7) nor more than thirty (30) days before the date of the meeting to each member entitled to vote at such meeting at his or her address as it appears upon the records of the Corporation. Notice shall be displayed several times, at varying times of the day, on the cable television channel(s) managed by the Corporation during the notice period described above.

6. Quorum of Members

- a.) Five percent of the voting members, but not less than five members, shall constitute a quorum at any annual or special meeting of the members. Members may only vote at such meeting in person. If a quorum shall fail to attend, a majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present in person. At such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally notified. (See Article 3, Section 8 re Quorum of Directors)

b.) In the event that there are fewer than 15 members, the Board of Directors shall retain the power to vote on any matter which would otherwise be reserved for the vote of a quorum of members.

7. Procedure for Voting

Members shall be entitled to vote on matters submitted to the Members for approval at meetings of the Members, including the election of future Boards of Directors following appointment of the initial Board of Directors by the Issuing Authority and with respect only to Directors not otherwise subject to appointment; and subject to the Board of Directors having the authority to vote on all corporate matters. In the case of a conflict between a vote of the Members and Directors, a vote of a majority of the Directors shall prevail. Those eligible to vote on a question may only vote in person.

A Director may be a member if he or she otherwise meets the criteria for membership.

8. Members' Dues

The Board of Directors may, from time to time, adopt a schedule of annual dues. Dues shall be maintained at a level reasonably intended to cover the direct costs of: maintaining the membership rolls; providing for participation by the Membership in the governance of the Corporation; and communicating the Corporation's activities to the membership; including the use of printed materials such as a newsletter or a program guide.

Article 3 Board of Directors

1. Powers

The Board of Directors shall have and may exercise all of the powers of the Corporation to the extent permitted by the General Laws, the Articles of Organization and these Bylaws.

2. Tenure and Qualifications

The corporation shall initially have three Directors and collectively they shall be known as the Board of Directors. The Board of Directors shall initially consist of those three persons appointed by the Town of Townsend, Massachusetts Board of Selectmen and named as Directors in the Articles of Organization as filed with the Massachusetts Secretary of the Commonwealth. The Board of Directors may increase the number of Directors to a maximum of five by a majority vote of a quorum of the Directors. Directors shall ultimately serve three-year terms; however, to implement staggered terms of the foregoing initial Directors, one of the Directors

appointed by the Board of Selectmen shall serve a one-year initial term; one shall serve a two-year initial term; and one shall serve a three year initial term. Subsequent terms for all Directors shall be for three (3) years. Successor Directors shall be appointed or elected following the expiration of initial terms as follows. The Board of Selectmen will in its discretion appoint one successor Director to fill the position held by Director serving a three-year initial term. Successors to the other initial Directors, and additional Directors in the event of the expansion of the Board from the initial three Directors to up to five Directors shall be elected, in accordance with these Bylaws, by the Corporation's general membership. Each Director shall hold office until his or her successor is elected or appointed unless removed prior thereto in accordance with law and these Bylaws. Any Director appointed by the Board of Selectmen may be removed without cause by the Board of Selectmen, and a replacement Director shall be appointed by said Board for the unexpired balance of the removed Director's term. Elected successor Directors shall only be removed in accordance with these Bylaws.

3. Nomination and Election Process for Directors

Successor Directors to be elected shall be selected in the following manner: no later than thirty (30) days prior to the annual meeting of the Corporation, a Nominating Committee of the Board of Directors shall notify the members of the Corporation of upcoming elections and shall request suggested nominees. The Nominating Committee shall be charged with the responsibility of compiling a slate of candidates from these submissions for election to the Board.

In addition to the candidates selected by the Nominating Committee, any member may become a candidate for election to the Board of Directors by presenting the Nominating Committee with a petition for special nomination signed by at least one-tenth of the eligible voting members of the Corporation no later than fourteen (14) days prior to the date of the annual or special meeting at which the election is to occur. Such candidates will be added to the Nominating Committee Slate for positions on the Board of Directors. Signatures for purposes of this Section shall be deemed valid unless challenged prior to or as of the date of the election. Said elections shall be for the three (3) successor Directors not appointed by the Board of Selectmen and the Superintendent.

4. Removal of Directors, Vacancies

Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without reasonable excuse may be removed from the Board of Directors by a majority vote of those Directors present and voting at a regular or special meeting of the Board of Directors. Elected Directors may also be removed for cause by a vote of three fifths (3/5) of members voting at a duly noticed meeting having a quorum of members present. Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing with statement of cause by mail of the meeting of the Board of Directors, or meeting of members, as applicable, at which

such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors, or meeting of members, whichever is applicable, at such meeting prior to such vote for removal taking place.

Any vacancy on the Board of Directors shall be filled by the Board of Directors until the next scheduled election, except that appointed Directors shall be replaced by the appointing authority. Such a replacement Director shall serve until the end of the unexpired term of the person whose absence caused the vacancy to exist. Further to removal of appointed Directors, see Art. 3, section 2 above.

5. Disqualification

No member of the Corporation's staff or applicant for a position with the Corporation shall serve as a member of the Board of Directors. No immediate family member of the Corporation's staff shall serve as a member of the Board of Directors nor shall any immediate family of a member of the Board of Directors be an employee of the Corporation.

6. Schedule of Meetings

The Board of Directors shall hold at least three (3) regular directors meetings during each fiscal year of the Corporation.

The Board of Directors may hold special directors meetings whenever requested by the President or two fifths (2/5) or more of the Directors.

The Clerk shall cause written notice of the regular and any special directors meetings to be mailed or delivered to each Director at least five (5) days before the date of the meeting, unless all of the Directors attend or sign a written waiver of notice.

7. Meetings Open to the Public

Notwithstanding the private charitable status of the Corporation, meetings of the Board of Directors shall be open to the public in accordance with the provisions in Chapter 39, Section 23A and 23B of the General laws of the Commonwealth which governs when certain governmental agencies may hold closed meetings and is adopted for purposes of this section only as a guideline for the conduct of meetings of the Board of Directors. Whenever the Board of Directors determines to hold a closed meeting, it shall publicly specify its reasons for closing the meeting. However, the posting of notices of meetings and notices to Directors shall be in conformity with these Bylaws and not the requirements of M.G.L. Chapter 39.

8. Quorum of Directors

A majority of the Directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Directors, the

Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

9. Action of the Board of Directors

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Corporation's Articles of Organization or these Bylaws.

10. Compensation of Directors

Directors shall not be compensated for their services as Directors other than the reimbursement of reasonable and necessary expenses incurred in the performance of such services.

**Article Four
Officers**

1. The Board of Directors of the Corporation shall appoint the initial officers of the Corporation from among the Directors of the Corporation. The officers of the Corporation shall consist of a President, Secretary (also known as Clerk), Treasurer, and such other officers as the Board of Directors may deem desirable. All officers shall be elected by the Board of Directors from the Board of Directors. No person shall hold more than one office at any one time. Each officer of the Corporation shall be elected annually at the meeting following the annual meeting and shall hold office until the meeting following the annual meeting of the corporation, or special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified.

The Board of Directors may remove from office any officer by a vote of three fifths (3/5) of its entire number then in office. A vacancy in any office may be filled by vote of the Board of Directors. Officers shall not be compensated for their services as Officers of the Corporation. Removal from office shall not result in removal from Directorship unless in accordance with rules governing same.

2. President

The President shall preside at all meetings of Members and Directors. The President shall nominate the chairpersons of all other committees.

3. Secretary

The Secretary (Clerk) shall issue notices of all meetings of the Board of Directors, and shall send such official notices as may be directed by the Board or required

pursuant to these Bylaws. The Secretary shall also be responsible for all general correspondences of the Board and in general performing all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Secretary shall take or be responsible for the taking of minutes of all meetings of the Board of Directors and meetings of the Members called in accordance herewith.

4. Treasurer

The Treasurer shall be responsible for the custody of the corporate funds; keeping full and accurate accounts of receipts and disbursements to the Corporation; depositing all monies in the name of the Corporation in an institutional interest bearing account, and in such depositories as may be designated by the Board of Directors; and shall furnish a quarterly or monthly financial statement and an annual statement of all receipts and disbursements of the Corporation to the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond, and the Board reserves the right to require or otherwise provide for a bond for other members of the Board of Directors.

Article Five Committees

1. Standing Committees

The Standing Committees of the Board of Directors shall include a Finance and Fundraising Committee and a Nominating Committee as described below, and may include additional Committees as determined by the Board of Directors.

2. Appointment and Duties of the Standing Committees

Committee chairpersons shall be nominated by the President and elected by majority of the Board of Directors. The members of each standing committee shall be nominated by the President, after consultation with the chairpersons of such committee. The Board of Directors shall elect members so that committee composition shall reflect the diversity of interests and neighborhoods in the Town of Townsend. Committees shall develop relevant policy recommendations for Board consideration. Chairpersons of Committees are responsible for keeping minutes of their meetings and furnishing reports as requested.

3. Finance and Fundraising Committee

The Finance and Fundraising Committee shall review the annual financial statements, approve annual reports; and recommend to the Board the selection of, and fees to be paid to accountants for the Corporation. It shall be the responsibility of the Finance and Fundraising Committee to report to the Board of Directors whether the Corporation is meeting its projected budget; on the scope and adequacy

of the audits and related fees; and to continually monitor and report to the Board of Directors on the effectiveness and adequacy of the Corporation's internal accounting controls. The Finance and Fundraising Committee shall develop and recommend to the Board the annual budget, and shall regularly monitor the Corporation's expenses, and income.

The Finance and Fundraising Committee shall develop and implement fundraising strategies for the Corporation. The Committee shall recommend to the Board of Directors various fundraising plans as needed, and upon the adoption of a fundraising plan by the Board of Directors, the Committee shall enlist Members of the Board of Directors, officers, Members and other volunteers to assist in the implementation of specific projects. The Committee shall meet regularly to monitor the Corporation's fundraising status and to review grant proposals.

4. Nominating Committee

The Nominating Committee shall select candidates for election to fill vacancy(ies) of the elected Directors of the Board of Directors. The Nominating Committee shall be charged with soliciting the names of nominees for the Board of Directors from the general membership and with the preparation of a slate of candidates to fill such vacancy(ies) as elsewhere herein provided in Article Three.

5. Other Committees

The Board of Directors may, by majority vote, create such other committees and delegate such responsibilities to those committees as shall be considered desirable and permissible from time to time.

Article 6 Miscellaneous Provisions

1. Fiscal Year

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall be the twelve (12) months ending June 30 of any given year.

2. Annual Financial Review

The account books of the Corporation shall be reviewed annually by an independent certified public accountant retained by the Board of Directors, and the report of such accountant shall be filed with the records of the Corporation.

3. Execution of Corporate Instruments

Mortgages, bonds, notes, checks, other evidences of indebtedness and such other instruments as the Corporation may issue in the conduct of its business shall carry the signature of the President and such other officer or officers the Board of Directors may from time to time determine by resolution. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

4. Amendments

Any part or all of these Bylaws may be altered, amended or repealed from time to time by a two-thirds vote of the Board of Directors present at a regular or special meeting of the Board duly called for that purpose, provided that notice of the 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 ten (10) days before such meeting. Any such changes must be ratified at the next scheduled annual meeting. Notice of such proposed changes must be provided with the notice of annual meeting pursuant to Section 5 of Article 2 herein. Any such amendment shall be subject to prior approval of the Board of Selectmen in its capacity as License Issuing Authority; provided however, if following forty-five (45) days from receipt of written notification of the proposed amendment and its text said Issuing Authority takes no action, the amendment will be deemed approved. Any amendment to the Articles of Organization shall be subject to same requirements as above; and subject further to membership approval by a vote of two-thirds of the members; and subject to the members also having such rights as set forth in Mass. General Laws c. 180, s.7 with respect to amending the Articles of Organization by a vote of two-thirds of the members.

5. Conflict of Interest

No Director or officer of the Corporation may participate in the evaluation, review and approval of any application for a grant or any other matter in which he or she has a direct personal interest.

All grants and other transactions shall be conducted at arm's length and shall not violate the proscriptions in the Articles of Organization, these Bylaws, or any other applicable prohibition against the Corporation's use or application of its funds for private benefit. No such loan or transaction shall be entered into if it would result in denial of or loss of tax-exempt status under Section 501(c)(3) or other applicable sections, if any, of the Code and its regulations as they now exist or as they may be hereafter amended.

6. Seal

The Board of Directors shall approve and adopt a corporate seal, which shall have inscribed thereon the name of the Corporation and the state of incorporation and the

words "Corporate Seal." The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

7. Non-Discrimination

Selection of the Board of Directors, officers of the Corporation, Members, volunteers and staff as well as operational practices shall not be based on race, color, religion, age, national origin, gender, disability or sexual preference.

8. Agreements with other Municipalities and Access Entities

The Corporation may enter into agreements with other municipalities, access corporations or cable television licensees to provide cable television access services and to share resources, including but not limited to facilities, equipment and staff and other resources, and enter into other agreements to carry out activities consistent with the purposes of the Corporation. Such agreements should provide necessary resources to the Corporation to serve the particular municipality in question. In the event that such agreements involve occasional transactional cooperation and collaboration including but not limited to sharing of occasional programs or occasional technical assistance, equipment and resource exchange, such agreements shall not require the prior approval of the Board of Directors or Board of Selectmen. In the event that such inter-municipal or inter-entity agreements involve a formal joint venture, formal partnership or contractual relation resulting in a change in the intended mission, audience or membership of the Corporation or otherwise resulting in other municipalities or other studio or programming entities having regular benefit or use of assets or resources of the Corporation, such agreements must be approved by the Board of Directors and the Board of Selectmen.

9. Personnel Policies

The Board of Directors shall be charged with developing the Corporation's personnel policies, job descriptions and advertisements, reviewing and evaluating staff salaries and benefits and the performance of the Executive Director and shall be responsible for related personnel matters and grievances and coordinating the hiring of the Executive Director. Notwithstanding the foregoing, the Board may at any time create a Personnel Committee pursuant to Section 9 of this Article.

10. Annual Report

The Corporation shall prepare an Annual Report of operations and budget and copies of same shall be available to the public. Upon written request of the Board of Selectmen or its designee, the Corporation shall provide the Board of Selectmen, for advisory purposes only, opportunity to review and discuss the Corporation's budget. The Corporation shall participate in hearings to be conducted by the Board of Selectmen or its designee to discuss for advisory purposes the Corporation's operations.

Article 7

Indemnification

To the fullest extent permitted by Chapter 180, Section 3 of the Massachusetts General Laws as it exists or may be amended each Officer, and the Directors of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which he/she becomes subject by reason of his/her being or having been an Officer or Director, whether or not he/she continues to be an Officer or Director at the time of the adjudication of such claim or liability. The Corporation shall also indemnify such Officer or Director for any and all legal and other expenses reasonably incurred by him/her in connection with any actual or threatened action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been such an Officer or Director, whether or not he/she continues to be an Officer or Director at the time of incurring such expenses. No Officer or Director shall be indemnified against any action, claim suit or proceeding in which he/she shall be finally adjudged liable by reason of his/her own negligence or willful misconduct; and no such Officer or Director shall be indemnified against the cost of any compromise or settlement of any such alleged claim or liability, unless said compromise or settlement shall be approved in advance by the Board of Directors.

