

**BY-LAWS
OF
BILLERICA ACCESS
TELEVISION, INC.**

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Table of contents	Page
ARTICLE I. NAME	3
ARTICLE II. PURPOSE	3
ARTICLE III. MEMBERSHIP	3
Section 1. THE MEMBERS	3
Section 2. VOTING RIGHTS	3
ARTICLE IV. BOARD OF DIRECTORS	4
Section 1. POWERS AND DUTIES	4
Section 2. NUMBER AND ELECTION OR APPOINTMENT TO OFFICE	4
Section 3. TERM OF OFFICE	4
Section 4. RESIGNATION OR REMOVAL	5
Section 5. VACANCIES	5
Section 6. DISQUALIFICATION	5
Section 7. COMPENSATION	6
ARTICLE V. MEETING OF THE BOARD OF DIRECTORS	6
Section 1. REGULAR MEETINGS	6
Section 2. SPECIAL MEETINGS	6
Section 3. NOTICE OF MEETINGS	6
Section 4. QUORUM	7
ARTICLE VI. MEETINGS OF THE MEMBERS	7
Section 1. ANNUAL MEETING	7
Section 2. SPECIAL MEETINGS	7
Section 3. PLACE FOR MEETINGS	7
Section 4. NOTICE OF MEETINGS	8
Section 5. PRESIDING OFFICERS	8
Section 6. QUORUM	8
ARTICLE VII. OFFICERS	8
Section 1. OFFICERS	8
Section 2. DUTIES FOR PRESIDENT	8
Section 3. DUTIES OF VICE PRESIDENT(S)	9
Section 4. DUTIES OF SECRETARY AND ASSISTANT SECRETARY	9
Section 5. DUTIES OF THE TREASURER	9
Section 6. RESIGNATION OR REMOVAL	9
Section 7. VACANCIES	10
Section 8. COMPENSATION	10
ARTICLE VIII. COMMITTEES	10
Section 1. STANDING COMMITTEES	10

Section 2. APPOINTMENT AND FUNCTION OF STANDING COMITTEES	10
Section 3. FINANCE COMMITTEE	10
Section 4. PERSONEL COMMITTEE	11
Section 5. OTHER COMMITTEES	11
ARTICLE IX. EXECUTIVE DIRECTOR AND STAFF	11
ARTICLE X. INDMNIFICATION	12
ARTICLE XI. LIQUIDATION OR DISSOLUTION	12
ARTICLE XII. MISCELLANEOUS	13
Section 1. SEAL	13
Section 2. NOTICE	13
Section 3. FISCAL YEAR	13
Section 4. NOTES, CHECKS, ETC.	13
Section 5. CONDUCT OF MEETINGS	14
ARTICLE XIII. AMENDMENTS	14
Section 1.	14
Section 2.	14
Section 3.	14
Section 4.	14
Section 5.	14
ARTICLE XIV. ELECTIONS	15
Section 1.	15
Section 2.	15
Section 3.	15
Section 4.	16
Section 5. UNEXPIRED TERMS	16

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ARTICLE I. NAME

The name of this corporation shall be BILLERICA ACCESS TELEVISION, INC. (hereinafter in these By-Laws referred to as the "Corporation"), unless and until changed by amendment of the Articles of Organization.

ARTICLE II. PURPOSE

The purpose of the Corporation shall be as set forth in the Articles of Organization and these By-Laws, including, but not limited to, producing community programming for the residents and organizations of Billerica, allocating channel space and time to Billerica residents to cablecast programming and providing training to Billerica residents and organizations in the use of access facilities and equipment. The purposes shall be exclusively charitable, scientific and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended from time to time.

ARTICLE III. MEMBERSHIP

Section 1. THE MEMBERS

Membership in the corporation will be open to individuals and representatives of membership organizations who live and/or work in the Town of Billerica.

Revised: 10/11/95

Revised: 09/12/07

Section 2. VOTING RIGHTS

At every regular or special meeting of the members, each member age eighteen (18) and above authorized to vote shall be entitled to one (1) vote on each matter submitted to vote of the members.

Revised: 10/11/95 & 1/24/12

ARTICLE IV. BOARD OF DIRECTORS

Section 1. POWERS AND DUTIES

The Board of Directors shall have general power to control and manage the affairs and property of the corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors and shall have full authority with respect to the distribution and payment of moneys received by the Corporation from time to time; provided, however, that the fundamental and basic purposes of the Corporation, as expressed in the Articles of Organization, shall not thereby be amended or changed, and provided further, that the Board of Directors shall not permit any part of the net earning 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 not be less than eleven (11) and not greater than fifteen (15). A maximum of eleven (11) members of the Board of Directors shall be elected by the membership. Four (4) Directors shall be appointed as stated herein. One Director each shall be appointed by each of the following: The Billerica Town Administrator, The Billerica Public School Superintendent, The Shawsheen Public School Superintendent, and The Billerica Community Alliance, Inc. Executive Director. There will be up to eight (8) members elected to the Board of Directors by vote of the membership. There will be up to three (3) members elected to the Board of Directors by vote of the Board of Directors.

Revised: 01/22/96, 12/10/08 & 1/24/12

Within the limits prescribed by these By-Laws, the number of Directors shall be such as may be fixed from time to time. A Director need not be a member of the Corporation prior to his or her election or appointment to the Board of Directors.

Questions concerning eligibility shall be determined by the Board of Directors holding office prior to the election or appointment concerned. Each Director shall continue in office until the expiration of the term for which he or she is elected or appointed, or until his or her successor shall have been elected or appointed and qualified, or until his or her death, resignation or removal.

Revised: 03/08/89

Section 3. TERM OF OFFICE

The initial Directors shall be persons named in the Articles of Organization as appointed by the Board of Selectmen of the Town of Billerica. The first full Board of Directors shall serve for a three (3) year term. Thereafter, at the Annual Meeting, up to four (4) Directors shall be elected for a three (3) year term as follows: up to three (3) Directors shall be elected by the membership and up to one (1) Director shall be elected by the Board of Directors. Every third (3rd) election thereafter, up to three (3) Directors shall be elected for a three (3) year term as follows: up to two (2) Directors shall be elected by the membership and up to one (1) Director shall be elected by the Board of Directors. Remaining members (if any) for each term hereunder shall be appointed by the Appointing Entities.

Revised: 03/08/89 & 1/24/12

Consistent with Article IV, Section 2 above, four (4) Directors shall be appointed for one (1) three (3)-year term by the following Appointing Entities:

- The Billerica Town Administrator
- The Billerica Public School Superintendent
- The Shawsheen Tech School Superintendent; and
- The Billerica Community Alliance, Inc. Executive Director

Revised: 03/8/06, 12/10/08 & 1/24/12

Any appointed Directors thereafter may be appointed again following a one (1) year absence from the Board of Directors.

Revised: 1/24/12

Section 4. RESIGNATION OR REMOVAL

A Director may resign by delivering his or her written resignation to the Corporation at its principal office or to any Corporation Officer. Such resignation shall be effective upon its acceptance by the Board of Directors.

Any Director who demonstrates actions unbecoming a Director or fails to attend three (3) consecutive meetings of the Board of Directors without sufficient excuse may be removed from the Board of Directors by a majority vote of those present and voting at a regular or special meeting of the Board of Directors. Any Director proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon 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.

Revised: 03/8/06

Section 5. VACANCIES

Any vacancy in the Board of Directors arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors if the vacancy occurs within the first six (6) months of the annual election by offering the seat to the next consecutive candidates in the order in which they finished on the ballot at the previous election.

Section 6. DISQUALIFICATION

As a rule, no individual under the age of eighteen (18) shall serve as a member of the Board of Directors as per Massachusetts General Law Chapter 231, Section 850. No member of the Corporation's Staff shall serve as a member of the Board of Directors. No immediate family/relative of the Corporation's Staff shall serve as a member of the Board of Directors, nor shall any immediate family/relative of a member of the Board of Directors be an employee of the Corporation. No employee nor immediate family/relative of any employee of the Billerica cable licensee, or its parent or affiliates, may serve as a member of the Board of Directors, nor shall any Director or immediate family/relative become an employee of the cable licensee, its parent or its affiliates.

Revised: 06/13/07

Section 7. COMPENSATION

Directors as such shall receive no compensation for their services, provided that by resolution of the Board of Directors, expenses of attendance at each Annual or Special Meeting of the Board, if any, may be reimbursed. 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 therefore, if any, is filed with the Secretary of the Corporation. If appropriate, a formal agreement with said Director shall be approved by the Board of Directors, prior to the service being provided, however, so that no conflict of interest is inherent in such service. Said Director shall be precluded from voting on such formal agreement, or any issue coming before the Board that relates to such service.

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 fix from time to time.

Section 2. SPECIAL MEETINGS

Special Meetings of the Directors may be called by the President, or by six (6) or more of the Directors and shall be held at such time and for such purposes as may be specified in the call for said meeting. Four-fifths (4/5ths) of the Board of Directors shall be required at such special meetings to constitute a quorum.

Revised: 03/8/06

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 Directors following any change in 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. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken. Notice of regular meetings of the Directors, when required, shall be given by the Secretary. 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 by such person or persons.

Section 4. QUORUM

A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at the meeting at which a quorum is present shall be the acts of the Directors; provided, however, that if all of the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Directors.

ARTICLE VI. MEETINGS OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the membership shall be held on the third Thursday of March in each year at 7:00 p.m. at the principal office of the Corporation in Billerica, or at such other place as the Board of Directors shall from time to time designate. At such time, the members shall elect Directors and may transact such business as may be done in accordance with law, the Articles of Organization of the Corporation and these by-laws.

Revised: 03/8/06

Section 2. Special Meetings

A special meeting of the Corporation may be called at any time by the President of the Corporation, the Board of Directors, or by receipt of the Secretary of the Corporation of a written request of ten (10) members. Special meetings shall be convened not less than ten (10) days nor more than forty-five (45) days after being called.

Section 3. Place for Meetings

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

Section 4. Notice of Meetings

Notice of regular and special meetings of the members shall be given at least ten (10) days prior to the scheduled date of the meeting. In lieu of any written notice of a regular or special meeting of members required to be given by law, notice of such meeting may be given by causing notice of such meeting to be officially published in a local newspaper of general circulation.

Section 5. Presiding Officers

The President of the Corporation shall preside at all regular or special meetings of the members, and the Secretary of the Corporation shall record the minutes of all such meetings.

Section 6. Quorum

A duly called regular 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 twenty (20) or more members of the Corporation.

Revised: 09/8/04

ARTICLE VII. OFFICERS

Section 1. OFFICERS

The Officers of the Corporation shall include a President, a Secretary and a Treasurer, and also may include one or more Vice-Presidents and an Assistant Secretary. 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 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.

Section 2. DUTIES OF PRESIDENT

The President shall be the Chief Executive Officer of the Corporation. The President shall make a report on the affairs of the Corporation at each meeting of the Members and 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 President shall execute, in the name of the Corporation, all deeds, bonds, mortgages, membership certificates, written contracts and other documents, and, wherever necessary or proper, shall affix thereto the Corporate Seal. The President shall nominate the Chairpersons of all committees. The President shall be an ex-officio member of all committees and shall perform other duties as are usually incident to his or her office or may be required by the Directors.

Section 3. DUTIES OF VICE PRESIDENT(S)

The Vice President shall fulfill the duties of the President in the event of the absence or incapacity of the President, and shall have such other powers and shall perform such other duties as are set forth in these By-laws, as 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 Vice President, any other Vice President shall fulfill the aforesaid duties of the President.

Section 4. DUTIES OF THE SECRETARY AND ASSISTANT SECRETARY

The Secretary shall issue notices of Director and Membership Meetings as hereinbefore set forth, shall attend and keep the minutes of the same in suitable Minute Books, shall attest the signing and sealing by the President of all instruments requiring the Corporate Seal and the signing of all other instruments when so required by the President, these By-Laws, or by law, shall do such other things as may be required by law, and shall perform such other duties as are usually incident to his or her office or as may be required by the Directors. There shall be one Assistant Secretary. In the event there is no Secretary or he or she is absent, the Assistant Secretary shall perform the duties of Secretary.

Section 5. DUTIES OF THE TREASURER

The Treasurer of the Corporation shall be the Chief Financial Officer and shall have custody and control of all funds and valuables of the Corporation. The Treasurer shall receive the funds of the Corporation and shall make disbursements therefrom and shall keep regular books of account showing receipts and disbursement, and shall submit monthly financial statements and an annual audited statement of all such receipts and disbursements to the Board of Directors for their examination and approval. The Treasurer shall deposit in the name of the Corporation all monies and valuables of the Corporation with the depository or depositories designated by the Board of Directors. 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 may resign by delivering his or her written resignation to the Corporation at its principal office or to any other officer. 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 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. STANDING COMMITTEES

- a) FINANCE COMMITTEE
- b) PERSONNEL COMMITTEE

Revised: 01/09/91
Revised: 01/14/98

Section 2. APPOINTMENT AND FUNCTIONS OF STANDING COMMITTEES

The President shall appoint the chairpersons of all Standing Committees, subject to the approval of the Board of Directors. The chairperson of each Standing Committee shall be a member of the Board of Directors.

Section 3. FINANCE COMMITTEE

The Finance Committee shall develop and recommend to the Board of Directors the annual budget and work plan; 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 Public Accountant, if one accompanies the annual audit, have been properly dealt with.

Section 4. PERSONNEL COMMITTEE

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

Section 5. OTHER COMMITTEES

The President may appoint, with the approval of the Board of Directors, other Special or Ad Hoc Committees as required. The President shall define the objectives of said committees, and said committees shall be discharged upon acceptance of their final reports.

Revised: 01/14/98

ARTICLE IX. EXECUTIVE DIRECTOR AND STAFF

The Board of Directors may authorize such staff positions as may be necessary in the conduct of the business of the Corporation, including an Executive Director.

The Executive Director shall have the authority and responsibility to manage and operate the Corporation's affairs in accordance with the general policies and directions specified by the Board of Directors, shall supervise the daily operations of the other employees and shall have additional authority and duties, as the Board of Directors may from time to time prescribe. All such policies, directions and duties shall be communicated to the Executive Director by the President of the Corporation. The Executive Director shall report to and be directly responsible to the President of the Corporation.

The Executive Director shall be entitled to compensation for his or her services. The Board of Directors shall negotiate a contract with the Executive Director specifying salary, initial term of service, renewal and other provisions as appropriate. The Executive Director shall not be deemed a member of the Board of Directors, nor shall he or she be deemed to be an officer of the Corporation.

Revised: 02/21/94

ARTICLE X. INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each of its Directors and Officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or Officer, except with respect to any matter as to which he or she shall have been adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by which such Director or Officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as being in the best interest of the Corporation after notice that it involves such indemnification; a) by a disinterested majority of the Directors then in office; or b) by a majority of the disinterested Directors then in office after the Corporation has received an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation. Expenses, including counsel fees reasonably incurred by any such Director or Officer in connection with the defense or disposition of any such actions, suit or other proceeding, may be paid

from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated not to be entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of, or affect, any other rights to indemnification to which corporate personnel may be entitled by contract or otherwise under the law.

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 and which shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Laws: provided, however, that no part of the net earnings of such organization or organizations shall inure to the benefit of any shareholders, member 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 participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XII. MISCELLANEOUS

Section 1. SEAL

The Seal of the Corporation shall consist of a flat-faced circular die with the name of the Corporation, its state of incorporation and the year of its organization cut or engraved thereon.

Section 2. NOTICE

Whenever written notice is required to be given to any person, if any be given to such person either personally or by sending a copy thereof by First Class mail, postage prepaid, by electronic mail, or by telegram, charges prepaid, 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 purpose of notice.

Section 3. FISCAL YEAR

The Fiscal Year of the Corporation shall be the twelve months ending December 31st of any given year, except as from time to time otherwise determined by the Board of Directors.

Section 4. NOTES, CHECKS, ETC.

The check signing authority will be as follows: Any expense up to \$7500 requires one authorized signature and any expense over \$7500 requires three (3) authorized signatures.

Those having check signing authority shall be the President, Vice President, Treasurer and Secretary except as from time to time otherwise determined by the Board of Directors.

Revised: 09/12/88

Revised: 01/14/98

Revised: 09/12/07

Revised: 03/09/11

Section 5. 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 law or these By-Laws.

ARTICLE XIII. AMENDMENTS

By-Laws may be altered, amended or repealed at any regular, special or annual meeting, in the following manner:

Section 1. Any member in good standing may submit an amendment to these By-Laws to the Board of Directors. Said proposed amendment shall be submitted in writing to the Secretary of the Board.

Section 2. Within sixty (60) days of receipt of said proposed amendment the Board of Directors shall have an open hearing on the proposed amendment. Provided, that a copy of the proposed amendment and a notice of the hearing

shall be posted and maintained for at least fourteen (14) days before the date of said hearing in the office of Billerica Access Television, Inc. Said notice shall also be displayed on BATV message board.

Section 3. Upon conclusion of said hearing, the Board of Directors shall take an open vote on said proposed amendment. A two-thirds (2/3) vote of the members of the Board present is necessary to amend, alter or repeal any part or all of these By-Laws.

Section 4. The Membership may call for a re-consideration of the Board of Director's vote by submitting a petition of twenty-five (25) signatures, of members in good standing, to the Secretary of the Board. A meeting for said purpose shall be called within thirty (30) days of receipt of said petition.

Section 5. The vote of the Board of Directors may be overridden by a vote of two-thirds (2/3) percent of Members in good standing present at any regular, special or annual meeting called for the purpose of said override. Provided that all members be notified by mail of said override vote, that notice of said override vote shall be posted and maintained in the office of Billerica Access Television, Inc., and on the BATV message board for not less than fourteen (14) days prior to said meeting.

ARTICLE XIV. ELECTIONS

Section 1. The Executive Committee, no later than December, shall appoint a Nominating Committee of at least three directors, one of whom will be designated as chairperson, whose terms shall not expire at the upcoming Annual Meeting.

The Nominating Committee shall:

- 1) Recommend criteria to the Board for the selection of new director(s) to serve on the Board.
- 2) Review the composition of the Board to ensure it has requisite expertise and diversity.
- 3) Identify and recommend individuals that are qualified as candidates to serve on the Board, consistent with criteria.
- 4) Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
- 5) Present to the Election Committee, no later than February 1, names of qualified individuals to stand for election to the Board.

Section 2. The Executive Committee, no later than December, shall appoint an Election Committee of at least three directors, one of whom will be designated as chairperson, whose terms shall not expire at the upcoming Annual Meeting.

The Election Committee shall:

- 1) Maintain a neutral, unbiased position regarding nominees.
- 2) Publish and distribute a call for nominations to the Billerica community.
- 3) Contact board members whose terms will expire at the upcoming Annual Meeting.
- 4) Request appointee(s) name(s) from appointing entities.
- 5) Publish an Election Booklet for distribution at the Annual Meeting.
- 6) Produce ballots for use at the Annual Meeting.
- 7) Conduct elections at the Annual Meeting including:
 - a. Introducing slate of candidates
 - b. Distributing and collecting ballots
 - c. Counting ballots
 - d. Determine and announce outcome of election

Section 3. The Election Committee shall conduct the election according to the BATV Election guidelines as listed below:

- Independent nominations may be made by any member in good standing. Such independent nominations shall be filed in writing with the Election Committee not later than thirty (30) days before the election.
- There shall be no nominations made from the floor of the Annual Meeting.

- All nominees will be given up to three minutes to address the membership.
- Members' dues must be current to vote at the Annual Meeting.
- A member may not assign its voting privilege to another member.
- If you claim that you are eligible to vote, but are not allowed to vote, you should complete an "escrow ballot". These ballots are held separately and will be counted if you are later found to be eligible to vote and if the election is close enough for these "escrow ballots" to make a difference.
- Voting shall be by paper ballot, cast at the location of the Annual Meeting.
- There are no write-ins, proxy or absentee ballots.
- Ballot positions are determined by lottery.
- Nominees receiving the highest number of votes shall be elected.
- The results of the election are to be announced during the Annual Meeting.

Revised 12/10/08

Section 4. Re-organization of the Board shall take place upon completion of the election of the Board Members. Nominations to the Officers of the Board shall come from within the Board of Directors and be voted by the Board of Directors at that time. Prior to the following Board meeting, Board Members shall nominate members of the Board for Officer positions on the Board. The Executive Committee shall make the slate of those officers available to all Board Members ten (10) days prior to the next Board meeting where they will be voted on by the Board of Directors.

Revised: 09/12/07

Section 5. UNEXPIRED TERMS

All Board of Director members shall be elected / appointed by the eligible voting membership / appointing authorities.

If someone vacates, for whatever reason, a seat on the Board of Directors creating an unexpired term within the first six (6) months of the annual election, the Board of Directors may offer the position to the next consecutive candidates in the order in which they finished on the ballot at the previous election.

Revised: 03/8/06