

# **The Commonwealth of Massachusetts**

**William Francis Galvin**  
Secretary of the Commonwealth  
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## **ARTICLES OF ORGANIZATION** **(General Laws, Chapter 180)**

### **ARTICLE I**

The exact name of the corporation is:

**Rehoboth Public Access Corporation**

### **ARTICLE II**

The purpose of the corporation is to engage in the following activities:

**See Pages 2A, 2B, 2C and 2B attached hereto**

**ARTICLES OF ORGANIZATION  
REHOBOTH PUBLIC ACCESS CORPORATION**

**ARTICLE II  
PURPOSES**

- I. The purpose of Rehoboth Public Access Corporation, (hereinafter referred to as the “corporation”) 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, or the corresponding section of any future federal tax code, including without limitation:
- (1) Develop and operate a Public, Educational and/or Governmental (“PEG”) Access program, including facilities, equipment and PEG programming, in accordance with any agreement entered into by and between the Town of Rehoboth, Massachusetts (a municipal corporation, hereinafter referred to as the “Town”) and the Corporation;
  - (2) Oversee the development of a PEG access studio (“access studio”) and the purchase and/or lease of equipment for PEG access for use by the public in accordance with the rules and regulations developed by the Corporation, and in compliance with any agreement entered into with the Town;
  - (3) To apply for and to receive contributions, grants, donations and loans of all types from individuals, organizations, public and private corporations and government entities, and/or others to support the purposes set forth in these Articles of Organization;
  - (4) Allocate channel space and channel time to Rehoboth residents and ensure overall access to the Corporation’s facilities on a non-discriminatory basis. Provide for the cablecasting/playback of programs on the PEG access channels and for the innovative use of said access channels;
  - (5) Provide training to Rehoboth residents in the use of access facilities and PEG access channels and to encourage the use of said facilities and channels;
  - (6) Provide technical assistance, pre-production, production, and post-production services to PEG access users;
  - (7) Establish rules, procedures and guidelines for the use of PEG access channels and facilities;
  - (8) To distribute programming, by cablecasting, broadcasting, or by any other means, within and/or outside of the Town of Rehoboth;

- (9) To serve PEG access viewers with programming reflecting the activities, concerns, and interests to the residents of the Town in a manner that promotes the exchange of information and ideas;
- (10) Conduct public information, educational, cultural and social activities to foster PEG access and programming;
- (11) Provide financial, technical and other assistance for local programming and other non-profit uses of the cable television system(s);
- (12) Provide promotion, fundraising, outreach and other support services in the furtherance of the purposes of the Corporation, and develop a group of volunteers to create community-bases programming and to assist others in the furtherance of the purposes set forth herein; and
- (13) Determine, conduct, administer and/or support, in any lawful manner, such other tasks relating to the operation, scheduling, and/or management of the PEG access channels, facilities and equipment or other information and/or telecommunications services, including but not limited to Internet or information services, as appropriate and/or necessary, and to do so in compliance with the restrictions required under federal law and regulations for an organization recognized as Section 501© (3) organization.

II. In furtherance of the foregoing purposes, but not for any other objects or purposes, and subject to the limitations set forth in Part III hereof, the Corporation shall have and may exercise, in addition to the power to convey land to which it has legal title and the powers specified in Section 9 of Chapter 156B of the General Laws, except in paragraph (m) thereof, the following powers:

- (1) To hold, administer and dispose of money, securities and real and personal property and to take and receive by bequest, devise, gift, or benefit of trust any property or interest therein real or personal or mixed, whatever located;
- (2) To borrow money and from time to time make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of indebtedness of all kinds when and as the same may be necessary to or convenient for the accomplishment of any of the purposes of the Corporation; and, if deemed advisable, to secure the same by mortgage, deed of trust or pledge or otherwise, of any or all of the property of the Corporation;
- (3) To erect, construct, reconstruct, repair, remodel, alter, maintain, and improve buildings of every description of any land of the Corporation or upon other lands;

- (4) To acquire by purchase, lease, concession, permit, license or in any other manner whatsoever, and to construct, own, hold, maintain, improve, operate, manage, control, sell, convey, mortgage, lease, rent or otherwise dispose of lands, both improved and unimproved, offices, stores and any other structures and real estate of every kind, nature and description, and to acquire by purchase or otherwise, and to own, hold, use, pledge, sell, or otherwise dispose of, and deal in and with, all kinds of personal and real property of every nature and description;
- (5) To invest, reinvest and administer the funds of the Corporation;
- (6) To purchase, subscribe to, acquire, hold, sell, assign, mortgage, hypothecate or otherwise dispose of securities of any corporation or association; and while the owner or holder thereof to exercise all the rights of ownership therein;
- (7) To elect or appoint employees, fix their compensation and define their duties and obligations;
- (8) To pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its officers and employees;
- (9) To bring a legal action on behalf of the Corporation;
- (10) As principal, agent, contractor or otherwise, to make and perform any contracts of any kind and description and to perform and do any and all other necessary suitable or proper acts and things which are necessary or incidental to or in furtherance of the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects herein set forth or which shall at any time appear conducive to or expedient for the protection or benefit of these purposes and objects; and
- (11) To carry on any activity which the Board of Directors, in its discretion, deems calculated directly or indirectly to further the aforesaid charitable, scientific, and educational purposes of the Corporation and to perform and do any and all things which the Corporation is empowered to do, or any part thereof, as principal, agent, contractor, or otherwise and by or through agents, subsidiary or affiliated corporations, associations or trusts, or otherwise, and either alone or in conjunction or cooperation with other persons, governmental bodies and organizations of every kind and nature, and generally to attain and further any of the purposes herein set forth.

- III. The income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1954, as amended (hereinafter the "Code"). The Corporation hereby is and shall be prohibited from engaging in the following activities as defined in Sections 4941 through 4945 of the Code: any act of self dealing with disqualified persons, retaining any excess business holdings, making any investments in such a manner as to jeopardize the carrying out of any of its exempt purposes, or from making any taxable expenditures. The provisions of this paragraph shall be inapplicable when and if the Corporation receives from the Internal Revenue Service a ruling that the Corporation is not a "private foundation" within the meaning of Section 509 of the code, and which provision shall remain inapplicable so long as such ruling remains in effect. Notwithstanding anything elsewhere herein provided, the Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and for the public welfare as said terms have been and shall be defined under and pursuant to Sections 170 (c)(3) of the code, and as said Sections may be amended from time to time or under any successor sections thereto. All powers of this Corporation shall be exercised exclusively for said charitable and educational purposes, as so defined, it being the intention that this Corporation shall be exempt from federal income tax under Section 170 (c) and 501(c)(3) of the Code, and from state taxes. All purposes herein shall be interpreted and exercised consistent with this intention.
- IV. The foregoing clauses shall be construed as both purposes and powers and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the Corporation, subject to the limitations set forth in Part III hereof.

### ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

The Corporation has only one class of voting members which may be subdivided by the Board of Directors to account for individual and organizational members. Furthermore, the Board of Directors may establish other classes of non-voting membership.

### ARTICLE IV

\*\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Pages 4A and 4B attached hereto

### ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE IV  
OTHER LAWFUL PROVISIONS

- (1) Except as may be otherwise required by law, the Corporation may merge or consolidate only with or into any corporation that is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and which is organized for one or more of the purposes of the Corporation as set forth in its Articles of Organization as from time to time amended or for purposes substantially similar thereto.
- (2) No part of the net earnings, if any, of the Corporation shall inure to the benefit of any member, director, trustee, officer or other private individual. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation or participating or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (3) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activity or activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.
- (4) If the Corporation permits the discussion of issues of public importance on channels or programming space which it manages, controls or operates, the Corporation shall afford reasonable opportunity for the discussion of conflicting views, produced by Rehoboth residents, on such issues of public importance.
- (5) Pursuant to Massachusetts General Laws, Chapter 180, Section 3, the personal liability of officers and directors to the Corporation shall be eliminated for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability, provided, however, that said provision shall not eliminate or limit the liability of an officer or director (i) for any breach of the officer's or directors' duty of loyalty to the Corporation or its member; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the officer or director derived an improper personal benefit.
- (6) No amendment to these Articles of Organization shall in any way authorize or permit the Corporation to be operated otherwise than exclusively for charitable, scientific, or educational purposes or for the promotion of the general welfare, or for any purpose or in any manner that would deprive it of exemption from federal and state taxes.

- (7) The Corporation may authorize a petition for its dissolution to be filed in accordance with Section 11 of Chapter 180 of the General Laws by the affirmative vote, at any meeting of its general members when a quorum is present, of two-thirds of the total number of the members of the Corporation present and legally qualified to vote in meetings of the Corporation; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the property or assets of the Corporation remaining after the payment of its debts and obligations shall, unless otherwise required by law, be conveyed, transferred, distributed, and set over outright to the Town of Rehoboth for the purposes for which said property or assets were used by the Corporation, or at the direction of the town, to one or more charitable or educational institutions or organizations selected by said Corporation and created and organized for nonprofit purposes similar to those of the Corporation, which qualify as exempt from income tax under §501(c)(3) of said Code as said Section may, from time to time, be amended or added to or under any successor sections thereto; provided, further, that the Corporation's property may be applied to charitable, scientific or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction may direct.
- (8) The Directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provisions thereof which by law, the Articles of Organization, or the by-laws requires action by the members.