

Form 1023 Checklist

(Revised June 2006)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- ☒ Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- ☒ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- ☒ Employer Identification Number (EIN)
- ☒ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- ☐ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | |
|------------|--|------------|--|
| Schedule A | Yes ___ No <input checked="" type="checkbox"/> | Schedule E | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule B | Yes ___ No <input checked="" type="checkbox"/> | Schedule F | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule C | Yes ___ No <input checked="" type="checkbox"/> | Schedule G | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule D | Yes ___ No <input checked="" type="checkbox"/> | Schedule H | Yes ___ No <input checked="" type="checkbox"/> |

- ☒ An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) P. 1, Article II
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law P. 2, Article IV, 4(b)
- ☒ Signature of an officer, director, trustee, or other official who is authorized to sign the application.
- Signature at Part XI of Form 1023.
- ☒ Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011



Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at **www.irs.gov** for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document) ACTON COMMUNITY ACCESS TELEVISION INC		2 c/o Name (if applicable) c/o John R. Covert
3 Mailing address (Number and street) (see instructions) 2 Flagg Road	Room/Suite	4 Employer Identification Number (EIN) 27-0287252
City or town, state or country, and ZIP + 4 Acton, MA 01720		5 Month the annual accounting period ends (01 - 12) December
6 Primary contact (officer, director, trustee, or authorized representative) a Name: John R Covert		b Phone: 978 263-5433
		c Fax: (optional)
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
9a Organization's website: www.actontv.org		
b Organization's email: (optional)		
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 06 / 25 / 09		
12 Were you formed under the laws of a foreign country ? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the country.		

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1** Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. ☒ **Yes** ☐ **No**
- 2** Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ **Yes** ☒ **No**
- 3** Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- 4a** Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- b** Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ **Yes** ☐ **No**
- 5** Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ **Yes** ☐ **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1** Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): ☒
- 2a** Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- 2b** If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Articles of Org Article 4 p. 4b
- 2c** See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a** List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Brendan H. Hearn	President	116 Stow Street Acton, MA 01720	none
Peter J. Shaffery	Treasurer	15 Davis Road, Unit A-1 Acton, MA 01720	none
John R. Covert	Clerk	2 Flagg Road Acton, MA 01720	none

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

- c** List the names, names of businesses, and mailing addresses of your five highest compensated **independent contractors** that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ **No**

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ Yes ☒ **No**

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ **No**

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ Yes ☒ **No**

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ **Yes** ☐ **No**
- b** Do you or will you approve compensation arrangements in advance of paying compensation? ☒ **Yes** ☐ **No**
- c** Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ **Yes** ☐ **No**

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? ☒ **Yes** ☐ **No**
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☒ **Yes** ☐ **No**
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? ☒ **Yes** ☐ **No**
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
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- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. ☒ **Yes** ☐ **No**
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
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- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ **Yes** ☒ **No**
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ **Yes** ☒ **No**
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- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. ☐ **Yes** ☒ **No**
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. ☐ **Yes** ☒ **No**
-
- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. ☐ **Yes** ☒ **No**
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at **arm's length**.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
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- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. ☐ **Yes** ☒ **No**

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors *(Continued)*

- b** Describe any written or oral arrangements you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f** Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a** In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. ☒ **Yes** ☐ **No**
- b** In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. ☒ **Yes** ☐ **No**
- 2** Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. ☐ **Yes** ☒ **No**
- 3** Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. ☐ **Yes** ☒ **No**

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1** Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. ☐ **Yes** ☒ **No**
- 2** Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. ☐ **Yes** ☒ **No**

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1** Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. ☐ **Yes** ☒ **No**
- 2a** Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. ☐ **Yes** ☒ **No**
- b** Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. ☐ **Yes** ☒ **No**
- 3a** Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. ☐ **Yes** ☒ **No**
- b** Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. ☐ **Yes** ☒ **No**
- c** List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

4a	Do you or will you undertake fundraising ? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	<input type="checkbox"/> mail solicitations <input type="checkbox"/> phone solicitations <input type="checkbox"/> email solicitations <input type="checkbox"/> accept donations on your website <input type="checkbox"/> personal solicitations <input type="checkbox"/> receive donations from another organization's website <input type="checkbox"/> vehicle, boat, plane, or similar donations <input type="checkbox"/> government grant solicitations <input checked="" type="checkbox"/> foundation grant solicitations <input checked="" type="checkbox"/> Other		
	Attach a description of each fundraising program.		
b	Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c	Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d	List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.		
e	Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
5	Are you affiliated with a governmental unit? If "Yes," explain.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
6a	Do you or will you engage in economic development ? If "Yes," describe your program.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.		
7a	Do or will persons other than your employees or volunteers develop your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Do or will persons other than your employees or volunteers manage your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c	If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.		
8	Do you or will you enter into joint ventures , including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
9a	Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Do you provide child care so that parents or caretakers of children you care for can be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).	<input type="checkbox"/> Yes	<input type="checkbox"/> No
c	Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property ? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☐ Yes ☒ No
-
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. ☐ Yes ☒ No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. ☐ Yes ☒ No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. ☐ Yes ☐ No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. ☐ Yes ☐ No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☐ Yes ☐ No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. ☐ Yes ☒ No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. ☐ Yes ☐ No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ Yes ☐ No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ Yes ☐ No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ Yes ☐ No

Part VIII Your Specific Activities *(Continued)*

- | | | |
|-----------|--|---|
| 15 | Do you have a close connection with any organizations? If "Yes," explain. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 16 | Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 17 | Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 18 | Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 19 | Do you or will you operate a school ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 20 | Is your main function to provide hospital or medical care ? If "Yes," complete Schedule C. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 21 | Do you or will you provide low-income housing or housing for the elderly or handicapped ? If "Yes," complete Schedule F. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

Note: **Private foundations** may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
		(a) From <u>01/2009</u> To <u>12/2009</u>	(b) From <u>01/2010</u> To <u>12/2010</u>	(c) From <u>01/2011</u> To <u>12/2011</u>	(d) From <u>n/a</u> To <u>n/a</u>		
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	2750	150,000	250,000		402,750	
	2 Membership fees received	0	0	0		0	
	3 Gross investment income	0	0	0		0	
	4 Net unrelated business income	0	0	0		0	
	5 Taxes levied for your benefit	0	0	0		0	
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	17,000	33,000		50,000	
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	0	0	0		0	
	8 Total of lines 1 through 7	2750	167,000	283,000		452,750	
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	0	0	0		0	
	10 Total of lines 8 and 9	2750	167,000	283,000		452,750	
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0		0	
	12 Unusual grants	0	0	0		0	
	13 Total Revenue Add lines 10 through 12	2750	167,000	283,000		452,750	
Expenses	14 Fundraising expenses	0	500	1000			
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	0	0	0			
	16 Disbursements to or for the benefit of members (attach an itemized list)	0	0	0			
	17 Compensation of officers, directors, and trustees	0	0	0			
	18 Other salaries and wages	0	65,000	172,000			
	19 Interest expense	0	0	0			
	20 Occupancy (rent, utilities, etc.)	0	0	0			
	21 Depreciation and depletion	0	0	0			
	22 Professional fees	2000	2000	2000			
	23 Any expense not otherwise classified, such as program services (attach itemized list)	750	99,500	108,000			
	24 Total Expenses Add lines 14 through 23	2750	167,000	283,000			

Part IX Financial Data (Continued)**B. Balance Sheet (for your most recently completed tax year)**Year End: **n/a**

Assets		(Whole dollars)
1	Cash	0
2	Accounts receivable, net	0
3	Inventories	0
4	Bonds and notes receivable (attach an itemized list)	0
5	Corporate stocks (attach an itemized list)	0
6	Loans receivable (attach an itemized list)	0
7	Other investments (attach an itemized list)	0
8	Depreciable and depletable assets (attach an itemized list)	0
9	Land	0
10	Other assets (attach an itemized list)	0
11	Total Assets (add lines 1 through 10)	0
Liabilities		
12	Accounts payable	0
13	Contributions, gifts, grants, etc. payable	0
14	Mortgages and notes payable (attach an itemized list)	0
15	Other liabilities (attach an itemized list)	0
16	Total Liabilities (add lines 12 through 15)	0
Fund Balances or Net Assets		
17	Total fund balances or net assets	0
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	0
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. ☐ Yes ☒ No
If you are unsure, see the instructions.

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2. ☐

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. ☐ Yes ☐ No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. ☐ Yes ☐ No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? ☐ Yes ☐ No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. ☐

b 509(a)(1) and 170(b)(1)(A)(ii)—a **school**. Complete and attach Schedule B. ☐

c 509(a)(1) and 170(b)(1)(A)(iii)—a **hospital**, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. ☐

d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☐

Part X Public Charity Status (Continued)

- e** 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐
- f** 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g** 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☒
- h** 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- i** A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling. ☐

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

.....
(Signature of Officer, Director, Trustee, or other
authorized official)

.....
(Type or print name of signer)

.....
(Date)

.....
(Type or print title or authority of signer)

For IRS Use Only

.....
IRS Director, Exempt Organizations

.....
(Date)

- b Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box. ☐

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box. ☐

- 7** Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.

☐ **Yes** ☒ **No**

Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1** Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☐ **Yes** ☒ **No**
If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).
If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2** Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change). ☐
- 3** Check the box if you have enclosed the user fee payment of \$750 (Subject to change). ☒

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

**Please
Sign
Here**

(Signature of Officer, Director, Trustee, or other
authorized official)

John R. Covert

(Type or print name of signer)

Clerk

(Type or print title or authority of signer)

23 Sept 2009

(Date)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Form **1023** (Rev. 6-2006)


Examiner


Name
Approved

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

ACTON COMMUNITY ACCESS TELEVISION, INC.

ARTICLE II

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

SEE ATTACHED PAGES 2(a-c)

C ☐
P ☐
M ☐
R.A. ☐


P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

PURPOSES

I. The purposes of Acton Community Access Television, Inc. (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, including without limitation:

- (1) Produce community programming for the residents, institutions and organizations of Acton, on the governmental access channel, the public access channel and the educational access channel.
- (2) Allocate channel space and channel time to Acton residents, and ensure overall access to the Corporation's facilities.
- (3) Provide training to Acton residents and institutions in the use of access facilities and access channels.
- (4) Conduct public information, educational, cultural and social activities.
- (5) Provide financial, technical and other assistance for local programming and other non-profit uses of the cable communications system.
- (6) Retain ownership of program production facilities and equipment, and employ staff.

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:

- (a) To distribute programming, by cablecasting, broadcasting, or by any other means;
- (b) To plan, manage and operate the access channels and/or similar programming space assigned to or otherwise made available to it by any cable communications system(s) operating now or in the future in Acton;
- (c) To encourage the development, production and distribution of quality programming by any other person, including any other corporation established or owned, in whole or in part, by the Corporation for the purpose of such development, production, or distribution;
- (d) To plan, develop, produce and sponsor, and to encourage and assist others to plan, develop, produce and sponsor educational, civic, cultural, scientific and community programming for cablecasting on the channels of any cable communications system licensed to operate in Acton;

(e) To solicit, accept, 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;

(f) 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;

(g) To administer, invest or reinvest the funds of the Corporation;

(h) To make gifts, donations and contributions of the property, real or personal or mixed, of the Corporation, including, but not limited to, money, and to convey, assign, lease, lend or otherwise transfer, with or without consideration, any such property;

(i) To erect, construct, reconstruct, repair, remodel, alter, maintain and improve buildings of every description on any land of the Corporation or upon other lands;

(j) 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;

(k) To cooperate with, support, assist, deal with and avail itself of the facilities and programs of educational, medical, scientific, cultural, civic, community and professional institutions, as well as federal, state and local agencies;

(l) To invest in, guarantee the obligations of, become surety for, and otherwise to lend money or other financial assistance to, any organization, association or institution;

(m) 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;

(n) 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;

(o) 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;

(p) 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;

(q) To incorporate affiliated or subsidiary corporations, whether for profit or not for profit;

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) and 501(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 only in such manner as will assure the operation of this Corporation 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 Sections 170(c) and 501(c)(3) of the Code, and from state taxes. All purposes and powers 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:

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 ATTACHED PAGES 4(a-b)

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.

****If there are no provisions, state "None".**

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

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) 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 on such issues of public importance.

(4) 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 director's duty of loyalty to the Corporation or its members; (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.

(5) 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.

(6) 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 providing for the payment of its debts and obligations shall, unless otherwise required by law, be conveyed, transferred, distributed, and set over outright 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 Section 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.

(7) 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.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

John R. Covert, 2 Flagg Road, Acton, MA 01720

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

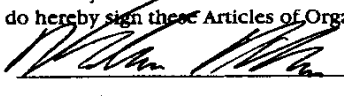
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Brendan H. Hearn	116 Stow Street	Acton, MA 01720
Treasurer:	Peter J. Shaffery	15 Davis Road, #A1	Acton, MA 01720
Clerk:	John R. Covert	2 Flagg Road	Acton, MA 01720
Directors: (or officers having the powers of directors)	Brendan H. Hearn	116 Stow Street	Acton, MA 01720
	Peter J. Shaffery	15 Davis Road, #A1	Acton, MA 01720
	John R. Covert	2 Flagg Road	Acton, MA 01720

c. The fiscal year of the corporation shall end on the last day of the month of: **December**

d. The name and business address of the resident agent, if any, of the corporation is:

~~I/We~~, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that ~~I/we~~ have not been convicted of any crimes relating to alcohol or gaming within the past ten years. ~~I/We~~ do hereby further certify that to the best of ~~my~~ our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, ~~I/we~~, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 10th day of June, 2009.


Brendan H. Hearn


Peter J. Shaffery


John R. Covert

116 Stow Street

15 Davis Road, #A1

2 Flagg Road

Acton, MA 01720

Acton, MA 01720

Acton, MA 01720

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

1067

RECEIVED

JUL 01 2009

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 1 day of July 20 09.

Effective date: July 1 2009

1089137



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

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A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

BY-LAWS
OF
ACTON COMMUNITY ACCESS TELEVISION, INC.

June 10, 2009

ARTICLE I: NAME

The name of this corporation shall be Acton Community Access Television, Inc. (hereinafter in these bylaws 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 public, educational and governmental ("PEG") access programming for the residents and organizations of Acton, Massachusetts, and assisting Acton residents and organizations in the production and cablecasting of PEG access programming.

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. One Class Of Membership**

Membership shall consist of one class, to be designated as regular, and shall not be limited as to number.

Section 2. Election of Members

All persons, firms, corporations, businesses, organizations, institutions and other entities in the Town of Acton who subscribe to the purpose of the Corporation and who support the Corporation by participation or with a contribution of money, service or equipment shall be eligible to election to membership in the Corporation. All persons serving on the Board of Directors shall automatically become members of the Corporation upon election to the Board, and all other proposed members shall be approved as members by a majority of the Board in accordance with the aforesaid standard. All members shall have a right to notice of and attendance at meetings of the Corporation. Any person interested in becoming a member of the Corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the Clerk of the Corporation.

Section 3. Voting Rights

At every regular or special meeting of the members, each member authorized to vote shall be entitled to one (1) vote, in person or by proxy, on each matter submitted to a vote of the members. Every proxy shall be executed in writing and shall be filed with the Clerk of the Corporation prior to the exercise thereof.

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 the 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 earnings or capital of the Corporation to inure to the benefit of any private individual.

Section 2. Number of Directors/Term of Office

The number of Directors shall not be less than five (5) and not greater than seven (7). The persons named in the Articles of Organization shall serve as the initial Board of Directors and shall elect additional directors to staggered terms as required.

Directors shall be elected by vote of the Board of Directors from a slate proposed by the Nominating Committee.

Directors shall serve for three (3) year terms, on a staggered basis.

A Director need not be a member of the Corporation prior to his or her election to the Board of Directors. Questions concerning eligibility shall be determined by the Board of Directors holding office prior to the election concerned. Each Director shall continue in office until the expiration of the term for which he or she is elected, or until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 3. 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 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.

Section 4. 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 by a majority of the Directors then in

office.

Section 5. Disqualification

No member of the Corporation's staff shall serve as a member of the Board of Directors. No close relative of the Corporation's staff shall serve as a member of the Board of Directors, nor shall any close relative of a member of the Board of Directors be an employee of the Corporation. No employee or close relative of an employee of the Acton Cable Television Licensee, or its parent and/or affiliates, may serve as a member of the Board of Directors, nor shall any Director or close relative become an employee of the Acton Cable Television Licensee, its parent and/or its affiliates.

Section 6. Compensation

Directors as such shall receive no compensation for their services. 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 therefor, if any, is filed with the Clerk 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; provided, however, that no conflict of interest is inherent in such service. Said Director shall be precluded from voting on such formal agreement, or on any issue coming before the Board that relates to such service.

ARTICLE 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. Meetings of the Directors may be held by telephone conference call and/or such other means as designated by the Board of Directors.

Section 2. Special Meetings

Special meetings of the Directors may be called by the President, or by a majority of the Directors and shall be held at such time and for such purposes as may be specified in the call for said meeting, with reasonable notice given to each Director pursuant to Section 3 below.

Section 3. Notice of Meetings

Except as hereinafter required, no notice of the time, place or purposes of regular meetings of the Board of Directors shall be necessary. Written notice of the first regular meeting of the Board of Directors following any change in the time or place for such meeting, and written notice of all special meetings of the Board of Directors, stating the time, place and purpose of the meeting shall be given to each Director at least five (5) days prior to the day fixed for such meeting. 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 such adjournment is taken. Notice of regular meetings of the Board of Directors, when required, shall be given by the Clerk. Notice of special meetings may be given by the person or persons calling the meeting or shall be given by the Clerk 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 a meeting at which a quorum is present shall be the acts of the Board of Directors.

ARTICLE VI. MEETINGS OF MEMBERS**Section 1. Annual Meeting**

An annual meeting of the membership shall be held on a date deemed appropriate by the Board of Directors, but in no case less than once each year, at the principal office of the Corporation in Acton, or at such other place in said Town as the Board of Directors shall from time to time designate. At such time, the members may transact such business as may be done in accordance with law, the Articles of Organization of the Corporation and these by-laws.

Section 2. Special Meetings

A special meeting of the Corporation may be called at any time by the President of the Corporation, the Board of Directors, or by receipt of the Clerk of the Corporation of a written request of ten (10) members. Special meetings shall be convened not less than ten (10) days or 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 Acton, 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 Clerk 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. If eighty percent (80%) of the members of record entitled to vote at the meeting do not have addresses of record within the territory of general circulation of the newspaper required for official publication, the notice shall also be published in newspapers which have an aggregate territory of general circulation which includes the addresses of record of at least eighty percent (80%) of such members of record.

Section 5. Presiding Officers

The President of the Corporation shall preside at all regular or special meetings of the members, and the Clerk 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 of the membership shall consist of the lesser of a majority of the duly elected members, or 20 such members.

ARTICLE VII. OFFICERS**Section 1. Officers**

The officers of the Corporation shall include a President, a Vice-President, a Clerk, and a Treasurer. 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 the 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, when necessary or proper, shall affix thereto the corporate seal. The President shall be the chairperson of the Executive Committee and shall nominate the chairpersons of all other committees. The President shall be an ex-officio member of all committees and shall perform such other duties as are usually incident to his or her office or may be required by the Directors.

Section 3. Duties of the Vice-President

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.

Section 4. Duties of the Clerk

The Clerk shall issue notices of Directors' and membership meetings as hereinbefore set forth, shall attend and keep the minutes of the same in suitable minute books, shall have custody of all corporate books, records, papers, and the corporate seal, 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 Clerk. In the event there is no Clerk or he or she is absent, the Assistant Clerk shall perform the duties of the Clerk.

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 disbursements, and shall submit a monthly financial statement and an annual audited statement of all such receipts and disbursements to the Board of Directors for their examination and approval. The Treasurer shall deposit in the name of the Corporation all moneys and valuables of the Corporation with a 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**

The standing committees of the Corporation shall be as follows:

- (a) Executive Committee
- (b) Finance Committee

Section 2. Appointment and Functions of Standing Committees

The President shall appoint the chairpersons and members of all standing committees, except the Executive Committee, subject to the approval of the Board of Directors. The chairman of each standing committee shall be a member of the Board of Directors.

Section 3. Executive Committee

The Executive Committee shall be comprised of the chairmen of the standing committees and the President and officers of the Corporation. The President of the Corporation shall serve as chairperson of the Executive Committee. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the Corporation in all cases in which specific directions shall not have been given by the Board of Directors. All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next following such action, and shall be subject to revision and alteration by the Board of Directors; provided, however, that no rights of third parties shall be affected by any such revisions or alterations. Regular meetings of the proceedings of the Executive Committee shall be kept by the Clerk of the Corporation. One-third of the members of the Executive Committee shall be necessary to constitute a quorum, at least two (2) of whom shall be officers of the Corporation, and in every case the affirmative vote of a majority of the entire Executive Committee shall be necessary for the passage of any resolution.

Section 4. 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 also review the annual financial statements; approve annual audit reports, if conducted; and recommend to the Board of Directors the selection of, and fees to be paid to, an 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, if conducted, 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 5. Nominating Committee

Whenever a vacancy in the Board of Directors exists, the President shall appoint an ad hoc Nominating Committee of three members. At least one member of the Nominating Committee shall be a Board member, the other two members may but need not be Board members.

The Acton Board of Selectmen shall have the right to formally submit names to the Nominating Committee, and in any year in which a person previously so nominated and elected is at the end of term or has resigned, the Nominating Committee is obligated to accept one such name and present that name to the directors as a nominee.

The Acton-Boxborough Regional School Committee (with the advice of the Superintendant of Schools) shall have the right to formally submit names to the Nominating Committee, and in any year in which a person previously so nominated and elected is at the end of term or has resigned, the Nominating Committee is obligated to accept one such name and present that name to the directors as a nominee.

The Nominating Committee shall present to the Board of Directors a slate of the required number of directors to be elected, or more than the required number, and where the term of any directors to be elected is not three years due to resignation of other reasons, shall recommend which of the proposed nominees shall be elected to each term.

At the time of election by the Board, the Board of Directors is not limited to the slate proposed by the Nominating Committee and may consider additional candidates.

Section 6. Other Committees

The President may appoint, with the approval of the Board of Directors, other committees, including on an ad hoc basis, as appropriate. The President shall define the objectives of said committees, and said committees shall be discharged upon acceptance of their final reports.

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, if any, 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, or by the chairperson of the Personnel Committee. 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 or the Executive Committee, nor shall he or she be deemed to be an officer of the Corporation.

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: (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 interests 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 action, 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 law.

ARTICLE XI. CONFLICT-OF-INTEREST**Section 1. Purpose**

The purpose of this conflict of interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Duty to Disclose

(a) In connection with any actual or possible conflict of interest, a Board member or officer of the Corporation must disclose the existence of any financial interest that could be considered a conflict of interest and be given the opportunity to disclose all material facts to the Board of Directors, which shall consider such matter.

(b) Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined in paragraph (c) below, is an interested person.

(c) A Director or Officer has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion thereof, the interested party shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The Board of Directors shall decide if a conflict of interest exists.

Section 4. Procedures for Addressing the Conflict of Interest

(a) A Director or officer of the Corporation who might be an interested person may make a presentation at the Board of Directors meeting, but after the

presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 5. Violations of the Conflicts of Interest Policy

(a) If the Board of Directors has reasonable cause to believe a Director or officer of the Corporation has failed to disclose actual or possible conflicts of interest, it shall inform such Director of the basis for such belief and afford such Director an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board of Directors determines that the Director has failed to disclose an actual or possible conflict of interest, the Board of Directors shall take appropriate disciplinary and corrective action.

ARTICLE XII. 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 that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Laws; provided, however, that no part of the net earnings of such organization or organizations shall inure to the benefit of any private shareholders, 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 not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XIII. 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, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, 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 (12) 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.

All notes, drafts, checks and other orders for the payment of money shall be signed by the President and the Treasurer, or such other person or persons as the Board of Directors may designate from time to time.

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 XIV. AMENDMENTS

Any part or all of these by-laws may be altered, amended or repealed by a two-thirds (2/3) vote of the Board of Directors present at a regular or special meeting of the Board of Directors 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 seven (7) days before such meeting.

Form 1023 - ExplanationsPart V, Question 5(a)

The Conflict of Interest policy is set forth in the attached by-Laws, Article XI. The Board of Directors adopted the by-laws, as attached, on June 10, 2009.

Part VI, Question 1(a)

Acton Community Access Television, Inc. provides volunteer producers with educational opportunities to receive community TV production training, services and access to training and production equipment for use in producing community TV programs. Such services are available to any and all members of the general public, throughout the community.

Part VI, Question 1(b)

Acton Community Access Television, Inc. provides organizations whose members include volunteer producers with educational opportunities to receive community TV production training services and access to training and production equipment for use in producing community TV programs. Such services are available to any and all members of the general public, throughout the community.

Part VIII, Question 4(a)

At the present time, there is no fundraising program. In the future, there are plans to prepare a development plan that could include such strategies as an annual appeal or grant writing.

Part VIII, Question 10

As a community television studio, Acton Community Access Television, Inc. will “publish” non-commercial television programs produced by volunteer access producers. The Corporation’s activities will be focused on publication of such programs to the public at large. The Corporation has not focused on ownership or related commercial copyright issues. However, it is the Corporation’s understanding that volunteer producers may retain ownership and/or copyright in such non-commercial programs.

Part IX, Line 23

Current tax year: \$750, IRS User Fee

01/2010-12/2010: \$99,500 Program services (studio operation)

01/2011-12/2011: \$108,000 Program services (studio operation)

Notice to Purchaser - In the event this check is lost, misplaced or stolen, a sworn statement and 90-day waiting period will be required prior to replacement. This check should be negotiated within 90 days.

Date

SEPTEMBER 22, 2009

30-1/1140

NTX

Banking
Center

ACTON

0002117 00001 001697040

ACTON COMMUNITY TELEVISION, INC.

Remitter (Purchased By)

\$ ****750.00****

Pay ****SEVEN HUNDRED FIFTY DOLLARS AND 00 CENTS****

To
The
Order
Of

****UNITED STATES TREASURY****

****EIN:27-0207252****

Non-Negotiable

Authorized Signature

**Customer Copy
Retain For Your Records**

001641005339

Bank of America, N.A.
San Antonio, Texas

VOID AFTER 90 DAYS

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