

WCAC Board Meeting, Jan 17, 2023

Present: Chris McKenzie, George Skuse, Jen Nicholson, Elaine Mello, James O'Connor, Robert Romano, David Stokes, Samantha Henry, Ninos Hanna, and Andrea Santopietro

** conducted online via Zoom*

The meeting was called to order at 7:03 pm on 01/17/23.

Handouts:

- Proposed amendment to the bylaws ("ARTICLE VII: OFFICERS")

Amendment to the bylaws:

Proposed amendment:

Article VII, Section 1 of the Bylaws of Watertown Cable Access Corporation shall be amended to read as follows (the new text is underlined):

ARTICLE VII: OFFICERS

Section 1. Officers

The Officers of the Corporation shall include a President, one or more Vice-Presidents, a Clerk and a Treasurer. The Board of Directors shall elect all Officers from amongst 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. Except for the first full year of the corporation's existence, no member of the Board of Directors can be elected an Officer of the Corporation unless he or she has been a member of the Board of Directors for one year. In the event that all Officer positions cannot be filled by members who have been on the Board of Directors for more than one year, members who have been on the Board of Directors for less than one year can be installed as an Officer by unanimous consent of all current Directors—not just those in attendance at a given meeting.

A motion to modify the corporation's bylaws as described above was made by **George**, seconded by **Elaine**, and approved unanimously.

Election of Treasurer:

James nominated himself for the position of treasurer. As he's been a director for less than a year, unanimous consent of all current Directors is required. The vote for James was unanimous.

Bank Signatory Resolution

Christopher McKenzie and James O'Connor, are authorized for and on behalf of WCA-TV to have the following indicated powers as contained in this Resolution:

Open and maintain the account(s);
Make deposits to the accounts(s);
Endorse for negotiation, negotiate, and receive the proceeds of any negotiable instrument, check, draft, or order for the payment of money payable to or belonging to the Entity by writing, stamp, or other means permitted by this Resolution without the designation of the person endorsing;
Make withdrawals from the account(s) in any manner permitted by the account(s);
Transfer funds from the account(s) in Financial Institution to any account whether or not held at this Financial Institution and whether or not held by this Entity;
Transfer funds to the account(s) in Financial Institution from any account whether or not held at this Financial Institution and whether or not held by this Entity;
Approve, endorse, guarantee, and identify the endorsement of any payee or any endorser of any negotiable instrument, check, draft or order for the payment of money whether drawn by the Entity or anyone else and guarantee the payment of any negotiable instrument, check, draft, or order for the payment of money;
And delegate to others the authority to approve, endorse, guarantee, and identify the endorsement of any payee or endorser on any negotiable instrument, check, draft, or order for the payment of money and to guarantee the payment of any such negotiable instrument, check, draft, or order for the payment of money.
NIGHT DEPOSITORY. Enter into a Night Depository Agreement with Financial Institution and exercise all rights and be subject to all responsibilities under the Agreement.
DEBIT CARD/ATM CARD. Apply for, receive and utilize debit cards, automated teller machine cards, or other access devices to exercise those powers authorized by this Resolution or other Resolutions then in effect.
OTHER AUTHORITY: Business Online Banking

A **motion** to approve the above resolution for all accounts held at Watertown Savings Bank and M&T Bank, was made by **George**, seconded by **David**, and passed unanimously.

Old and New Business

Old business: none.

New business: none.

Next meeting will be Wed 2/15/2023 (in-person) at 6:00pm at 50 Columbia St.

Motion to Adjourn was made by **Ninos**, seconded by **David**, and passed unanimously.

Meeting ended at 7:20pm.