



**Manchester Community**  
Public Access Cable Television for Manchester, New Hampshire  
**Access Media, Inc.**  
PO Box 5274 - Manchester, NH - 03108

Web Site – [www.mcam.org](http://www.mcam.org) - CHANNEL 23  
Telephone No.: 603-622-3023  
Joe's Cell No. 203-4006

**Draft Minutes of Board of Directors Meeting – June 30, 2005 - 7:00 a.m.**  
At the Home of MCAM - 540 Commercial Street

Open Meeting: 7:10 a.m.

**Attendance:** Quorum – Arthur, Chris, James, Jean, Joe, John, June, Linda, Lorraine, Lou, and Ray. Hubie as expected is on vacation.

**Papers passed out during course of the meeting:**

John – 1. Agenda

2. Contract For Executive Director/Station Manager of MCAM, Inc.

Joe – 1. “Quick View of Purchases To Date”

2. MCAM 2006 Operations 12 Months

3. Budget: General Operations account 15 Months

4. A Quotation from PC Connection- \$8,344.33

Linda – 1. List of Committees originally submitted by Joe Lahr in earlier meetings with some addendum.

**Minutes of Last Meeting** – Errors or omissions? Minutes moved for acceptance by Lorraine, Seconded by James. All in favor, accepted.

Linda mentioned that she wanted to add something, Secretary taking notes thought she was talking about the Minutes of the Meeting, finally determined she wanted to talk about adding something to the agenda that had been passed out by Chairman, John St. Hilaire. In an effort to keep the meeting to the agenda so we can cover very important items Linda was reminded that the place for her suggestion may be in New Business.

**Treasurer's Report:** Two lap top computers were purchased by Joe and John on Saturday, June 25<sup>th</sup>. Over the weekend John had initialized the laptop for the treasurer position and Joe had worked on the other which will eventually be for the secretary.

June, Temporary Treasurer reported that she and Joe had a separate training sessions on Quickbooks with Annie at Paul St. Hilaire's office. Then Joe, John and June had met on Wednesday afternoon to make entries of bills and payments to date into the laptop. June reported that she did not have a printed out report from the Quick Books records, she had left Joe and John completing same when she had to leave for other appointments.

She reported that Joe has files in his office with receipts, paid bills and bills to pay and hopefully the Board will have patience for a Quick Books report.

June passed out a copy of the List of Accounts for the Bookkeeping System which had been prepared by the Accountant. Lou D'Allesandro asked why we had not sought out a list of accounts from the City of Manchester, which must have a track record of what bills are paid and under which account it is paid. John answered for June saying that our bills were Quick Book specific for a Non-Profit Organization. The City was not an appropriate source in this instance.

Linda expressed a desire for the future Treasurer's report to include a column indicating a percentage of the money spent from any of the accounts to date versus the balance. John indicated that this could be done in combination of Quick Books and Excel.

Many questions came up and Temporary Treasurer took exception to the Board Members lack of understanding that this is work in progress, that there is only so much time to get things done and one step must follow another. Further incessant questions by some members seem to amount to "nit picking" because the questions were mostly out of context and could be addressed at a point later in the meeting, because important issues, for the last 5 or 6 meetings have not been reached due to these out-of-context points, whether it was regarding anticipated expenditures or Joe's contract.

Joe Lahr, Executive Director, who will begin his official duties on Friday, stepped in with copies of his accounting of purchases, payments, orders etc. to date indicating which items were from the Restricted Account and which ones are for the operating account. Any purchase payments made from the Restricted Account for operating account items will be reimbursed when payment of the \$116,000 check is received from the City, hopefully on Friday, July 1<sup>st</sup>.

Linda found Joe's report somewhat helpful; Ray Buckley expressed discontent with Joe's report and hoped that better reports would be forthcoming.

### **Report from Executive Director**

Joe indicated that he had received 90% of the equipment that is transferring from MCTV.

Under Phase 1 of Facility Fit Up. The walls are up for Studio B.

He was anticipating ordering the lighting required within a day or two. 1/2" plumbers' pipe will be installed in the ceilings to allow for wiring of lighting for each space.

George Cox, our first new employee will begin working on July 11<sup>th</sup>.

The Payroll Account has been established with Advantage Payroll Systems; however they do need a cancelled blank check from the new payroll checking account.

Briggs Media will be in over the July 4<sup>th</sup> weekend to install the playback server and the security camera, as well as wire for network and phones in the Control Room and Studio B.

The Comcast connection has not been arranged for yet

MCAM, Channel 23 will not go off the air at any time because Joe and John have made arrangements with the City and JFK to play programs on a DVD, watched over by George Cox. Producers will deliver their programs and they will be played.

To date the building does not have phone lines, no fax lines. He has purchased a cell phone for which he expects to be reimbursed. His cell phone # is 203-4006. (Subsequent Info: MCAM telephone number is 622-3023 effective July 8<sup>th</sup>.)

MCAM By-Laws are available on website: click on page "about us" [www.MCAM.org](http://www.MCAM.org)

We may have to change our plans of going with Comcast for all services if they cannot put together a package with Verizon.

The Post Office is still not delivering to the P.O. Box 5274 at the Goffs Falls post office, 03108

The Studio B framing and sheetrock will be completed by July 5<sup>th</sup> and ready for the painting to begin.

We should be ready to begin taping by July 15<sup>th</sup> or 18<sup>th</sup> in Studio B.

We may utilize backgrounds that are made by John St. Hilaire for the walls in different rooms.

Linda was wondering if the ceiling in Studio B will need to be painted black. Joe stated: "No"

Linda was wondering about the inventory. Does Joe need help logging in the equipment? Joe said he has been entering each piece by Serial # because that was the method employed by Grace at MCTV. He will ask Grace to provide a list of the items she has sent over to coincide with Joe's list.

Jean Jeudy offered his help to paint and log in equipment received.

**Change in By-Laws:**

1. Extend the terms of the present 1<sup>st</sup> term Board of Directors' and Officers
2. Change the fiscal year to September 30<sup>th</sup> for tax and accounting purposes.

Chairman John asked for a Motion to accept the proposed Motions as read in his e-mail of June 24<sup>th</sup>, 2005.

Ray suggested a Motion that we extend the terms of Board of Directors and Officers in separate Motions. He moved **“That the existing members of the Board of Directors of MCAM have their terms extended one year extending from July 1, 2005 through June 30, 2006.** Motion was seconded by Arthur Gatzoulis. Under discussion Linda suggested that we check with the Attorney General of NH on some issue but the others felt there was no need. The names of the Board Members were read separately and approved for an extension of their 1<sup>st</sup> terms All in favor, Motion Passed.

**Regarding the Officers Ray nominated John for position of President of the Board** until June 30<sup>th</sup> 2006. All in favor, Ayes have it. So moved.

He **nominated James Stewart for position of Vice President** of the Board until June 30<sup>th</sup>, 2006. All in favor, Ayes have it. So moved.

Ray **nominated Linda for position of Treasurer** of the Board until June 30<sup>th</sup>, 2006, in place of June Craig, Temporary Treasurer June asked Linda if she would be available to serve since she has to travel in from Milford. Linda stated that Joe would be doing most of it so all she would have to do is come in and sign checks and look over things. All in favor for election of Linda to the position of Treasurer. Ayes 7, Nay 4, Ayes have it. So moved.

Ray then, suggested that under the existing By Laws there is a position of **Assistant Treasurer.** He suggested because he is a special appointee of the Mayor under the Terms of the Agreement with the City, that he would be a good candidate to serve as Assistant Treasurer through 2006. Jim made the motion that Ray serve as Assistance Treasurer of MCAM through 2006, Linda seconded. Under discussion John expressed the fact that at this point in time with only two employees there really is no need for an assistant treasurer. Linda expressed that because of the intenseness of the startup that an assistant treasurer would be especially helpful at least for the first six months.

All in favor of **Ray Buckley be named to serve as assistant treasurer until June 30, 2006,** 7 aye, 3 nay, Motion passed

Ray then **nominated June Craig for the one year extension of Secretary of the Board.** All in favor, Ayes have it. So moved.

Artie made a Motion which was forwarded to us by John via email on June 24<sup>th</sup> that **the By-Laws be amended to state that the fiscal year for MCAM end on September 30 of each year for tax and accounting purposes.** Lorraine seconded. All in favor, motion passes.

**Joe Lahr’s Contract of Executive Director of MCAM** was forwarded to all via e-mail which included Appendix A. Other issues may be added later, but those included attended to Joe’s immediate concerns. Artie suggested one other potential appendice; however Joe said he was no problem with the contract as it currently reads. **Lou made a motion to appoint Joe Lahr as executive director and his tenure to be governed by the contract which we were reviewing.** Lorraine seconded the motion. Under discussion Linda suggested that #3 be modified for a grievance committee to be allowed

versus Joe having the final say on the firing of an employee. John expressed that we are under the laws of the State of New Hampshire. Jim said that as Vice Chairman he could head up such a committee. John voiced that since there is only one employee under Joe at this time, that we will have plenty of time to amend the By-Laws in the future, which is where the provision should be. Joe felt that his contract fulfills the spirit and we could go ahead and approve the contract. He indicated one necessary change on page 1, the frequency of payment from 52 to 26 bi-weekly payments.

All in favor of Joe's contract. Ayes have it. Motion passes.

**COMCAST/VERIZON SERVICES** The issue of Comcast's ability to provide services to us with possible assistance of the services of Verizon. Brian Christian of Comcast was going to have determined if there was sufficient room in the conduit for line to MCAM. Verizon made known there would be a \$7,500 non refundable fee to MCAM for this service. John mentioned that he had asked Lou to speak with Earl Pierce at Verizon a couple months ago to see if they could give us a special deal since we are a non-profit. Lou in turn assigned it to City Hall, who in turn did nothing with it. We also do not know what the rental fee for the conduit line will be – could be \$1 or 10,000 a year or it could be waived. All felt that Comcast would ultimately benefit from providing us with cable line.

Linda asked for an interim bill for the Bookkeeper's services, were the amount allotted going to be sufficient? She was assured that there had not been a significant amount of time expended to date. John said he will request a tally of services billed to date.

*(Information taken from the minutes of the May 4<sup>th</sup>, 2005 Board of Director's Meeting: "Artie made a Motion, seconded by Lou, moved to vote: That Paul St. Hilaire be hired for a short term to set up business books for MCAM, open accounts and generally get us up and running. A sum of \$1,000 will be funded and not to exceed that sum without first being approved by the Board. The Motion was approved unanimously.")*

"Financial software will be purchased. The cost should be about \$300."

When John determined that the issue of Verizon/Comcast was at City Hall he retrieved the paperwork and called Earl Pierce himself at Verizon. It was the first Earl Pierce had heard that MCAM was in need of special wiring and that we had moved. Earl Pierce said he believed there was plenty of room in the pipe. His customer is Comcast. We are the customer of Comcast.

Ray suggested that he could make some calls. Lou said that he would call Earl Pierce. Ray said that he will back up Lou. Joe said he was more concerned with the \$7,500 rather than the one month delay that all this may cause.

On July 1<sup>st</sup> we are scheduled to receive \$116,000 for Operations from the City. John expects to pick it up personally and then meet with Joe and the Treasurer later in the day on Friday at the Bank of America. They expect to open a charge account for MCAM and two additional checking accounts: **payroll and operations** accounts. Advantage Payroll Management Company needs a voided check seven days prior to the first payroll date.

Joe state that both he and George Cox had signed up for direct deposit. Advantage Payroll Systems will prepare all tax forms related to Payroll; 940, 941, W2, etc. Joe asked that the treasurers sign a signature form to enable the Advantage Payroll to electronically sign the payroll checks.

Joe said that he had not applied for lapse insurance yet. The cost to him would be \$1,370 for the month of July. It was agreed that the coverage of his COBRA expenses would be covered by MCAM beginning July 1, 2005 since he was now officially the Executive Director of MCAM and his position is covered by health insurance. COBRA is lapse coverage since Anthem does not begin until August 1<sup>st</sup>.

John directed our attention to some of the furniture and equipment that had been delivered by Retro Outfitters of 186 Granite Street. Joe and John had selected over \$6,000 worth of tables, chairs, and fixtures necessary for the Studio Sets for MCAM. June got to accompany them on their shopping trip because she called as they were planning to go and was asked if she wished to accompany them. The balance of the purchased items will be delivered at a later date.

Two other items that need to be purchased is an ALL IN ONE fax, LASER copier and printer. However it won't work until we have a phone line.

Regarding Committees, it was noted by Ray that Producers need to be included in committees and planning. John noted that MCAM attorney, Dean Eggert strongly recommended that the Board limit the number of producers on the Board to three or four and it should be indicated so in the By-Laws. We already have Ray, Jean, Linda, Lou

It was noted that most correspondence is done between Joe, John and the Board Members via e-mail. Linda stated that it was unfair to Board members that Board members without e-mail should be penalized. Joe said the only board member without email is Jean Jeudy and he is constant contact with Joe since the inception of MCAM and has not missed happenings. Now that MCAM has facilities, Jean is comfortable with his access. Each Board Member will have a mail slot in the facility.

Joe discussed the type of modem we would need.

Have we contacted Independent Technologies to rectify the electric bill situation?

NEXT MEETING: John suggested that we have the next Board Meeting at the end of July. Joe said he can keep us all updated via e-mail and if something comes up he can suggest a special meeting

June will send out an email to all Board Members suggesting three dates for the next meeting for which everyone should block out three hours to attend the full meeting.

- Wed. July 27,
- Fri. July 29
- Thurs. Aug 4

It is suggested that the agenda be limited to the Treasurer – Budget and Finance  
Facility  
Committees  
By-Laws  
Producers  
Procedures

We also need another meeting sooner: Next meeting: Friday July 8<sup>th</sup> at 7:00 a.m.  
Specific members who NEED to attend: Joe, John, Jim, June, Linda, Ray. All Board  
Members are invited to attend.

Meeting moved for close by Lorraine, seconded by Jean. All in favor...

Respectfully submitted,

June E. Craig, Secretary  
MCAM Board of Directors

Dated: July 4, 2005