

Brian Winner

From: Joseph Zoppo <jzoppo@pereszoppo.com>
Sent: Monday, February 3, 2025 4:52 PM
To: Brian Winner
Subject: RE: Stoughton Select Board/SMAC - For Settlement Purposes Only
Attachments: Extracted pages from SMAC Bylaws Amended Effective 9-30-23 Final - OCR 1.pdf; SMAC_Redacted Meeting_Minutes_11_25_2024 - Print.pdf

Brian, I do not have the letter we discussed this morning, but I wanted to respond subject to that (and hopefully to further that effort) as we discussed on the phone today and around the date of your email. There has been some travel by the Officers at SMAC since your email.

Per our call on the SB's request for Amended Bylaws, attached is a redacted copy of Minutes, the redactions are unrelated to amending the Bylaws and p. 1 of SMAC's Bylaws as amended effective September 30, 2023. The last page of the Bylaws is substantive, so it is not attached.

By way of reminder SMAC is looking for information from the Town as well, especially as to the Enterprise/Retained Earnings Account considering the January 14, 2025, SB Meeting at which the Account and SMAC's budget were discussed in some detail, and for the reasons in my letter of November 27, 2024. We differ on our legal analyses and in that vein:

c. 156D is not incorporated into c. 180, the law in c. 156B and c. 180c and I would think also 156D is that Bylaws are internal and confidential to the corporation and are not subject to disclosure to third parties, or as to a private corporation, the public.

1. Re compliance with law by way of having Bylaws, the SB knows SMAC has Bylaws, it's attorney drafted them, that's an issue we went through in 2022-2023 with the SB and with K&P, Bylaws do exist such that SMAC is, and the SB knows it is, in "compliance with state law" as to having Bylaws;
2. The most recent Access Agreement did not require amending SMAC's Bylaws, amendment was and is left to the discretion of SMAC in the Access Agreement, as I would think would be expected;
3. The Open Meeting Law doesn't apply to SMAC, there was not a disagreement on that point as I recall and the 2018 Bylaws provided that already;
4. Notwithstanding the above, the Bylaws were messy and had more than one cutoff sentence and missing text (or incorrect headings), so SMAC amended its Bylaws but not because the Access Agreement required amendment to its Bylaws "to be consistent" with the Access Agreement but because it wanted to do so for its own purposes including making more explicit the OML did not apply. Were there no amendment, that would not be a breach of the Access Agreement;
5. SMAC has nothing to hide, but SMAC has an interest in its self-preservation and its officers therefore have a fiduciary duty to SMAC to protect that interest by preserving as confidential, SMAC's internal, private information, including its Bylaws, from public disclosure, especially when threatened with litigation by the SB. The "books and records" provision of the Access Agreement does not alter this basic corporate law principle, especially in the litigation context the SB has thrust upon SMAC;
6. The history of SMAC sharing information with the SB in good faith is that the information has been used against SMAC by the SB, that's how we met in 2023 on another problem the SB had with SMAC.

I agree that if escalation of the dispute can be avoided with something agreeable that would be positive, but SMAC is not at present driving that bus, so to speak.

So, to the extent it is helpful to the current dispute for SMAC to confirm an amendment to SMAC's Bylaws, though not necessitated by the Access Agreement, please see the attached and let me know about the Enterprise Account information.

Thanks Brian

Attorney Joseph P. Zoppo

Peres, Zoppo & Associates
Attorneys at Law

Please direct all correspondence/mail to our Stoughton address

6 Cabot Place, Suite 10
Stoughton MA, 02072

And

One Boston Place
Suite 2600
Boston, MA 02108

781-436-8440 (Stoughton)
617-535-7533 (Boston)
781-251-6649 (Fax)

jzoppo@pereszoppo.com

NOTICE REGARDING CONFIDENTIALITY AND ATTORNEY/CLIENT PRIVILEGE:

This electronic transmission, including all attachments, contains confidential information that may be privileged. The information is for the exclusive use of the addressee named herein. Disclosure, copying, distribution or use of the contents of the material transmitted by person(s) other than the intended recipients is strictly prohibited. If you have received this electronic mail message in error, please notify me immediately by reply e-mail and delete the original transmission.

From: Brian Winner <brian@mtclawyers.com>
Sent: Tuesday, January 21, 2025 7:39 AM
To: Joseph Zoppo <jzoppo@pereszoppo.com>
Subject: RE: Stoughton Select Board/SMAC

Joe,

As you know, I'm meeting with the Select Board tonight to discuss this matter. In your response to my October 1, 2024 request for records you did not provide a copy of the Bylaws, as purportedly revised, nor did you provide copies of any meeting minutes.

In accordance with Article V, Section 12 of the Access Agreement:

S.M.A.C. shall allow the MUNICIPALITY, and/or its authorized designees(s) access to the books, records, accounts, and facilities of S.M.A.C. at such reasonable times and in such reasonable places as the MUNICIPALITY may require to ensure compliance with this Access Agreement.

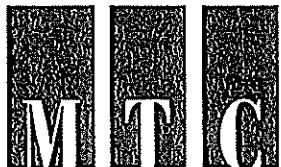
In your November 27, 2024 response, you state that "Nowhere does the Access Agreement provide that SMAC, a private corporation, must prove to the Select Board that it amended its Bylaws, how it may have done so or with what language." You also state that "SMAC is committed to transparency and cooperation with the Town under the Access Agreement..." and "SMAC has nothing to hide..." You continue that "The Access Agreement provides: "S.M.A.C. shall maintain accurate books, records, and logs of its financial and programming activities...It is this universe of information that the parties agreed are to be shared."

Bylaws and meeting minutes are records SMAC is required to maintain under State law. G.L. c. 156D, Sections 2.01, 16.01(a) & 16.21. Article V, Section 10 of the Access Agreement requires that SMAC maintain its status as a non-profit corporation and comply with all applicable laws, rules and regulations of the Town, the Commonwealth and the United States.

In accordance with Article V, Section 12 of the Access Agreement, please produce the revised bylaws and SMAC's meeting minutes from August 2023 to the present. If you refuse/fail to do so, it is likely the Select Board will draw an inference that neither exist and/or that SMAC is not complying with State law. One would think that this would be a simple matter, i.e. producing basic corporate documents required under State law. It would be unfortunate if this matter escalated further on account of such a benign request by the Town.

I am leaving now for meetings and will be tied up most of the day. I should be available sporadically this afternoon if you wish to discuss.

Very truly yours,



Brian J. Winner
Mead, Talerman & Costa, LLC
730 Main Street, Suite 1F, Millis, MA 02054
Phone (978) 572-2192 (*Please note my number has changed.)
brian@mtclawyers.com · www.mtclawyers.com

The information contained herein is confidential and may be protected by the attorney-client and/or other applicable privilege(s). It is intended only for the named recipient(s). If you are neither an intended recipient nor a person responsible for delivery to a recipient, you are hereby notified that any unauthorized use, dissemination, distribution or reproduction of the contents hereof is strictly prohibited and may be unlawful.

If you have received the above transmittal in error; please delete the message and any attachment(s) hereto from your e-mail system and notify us immediately.

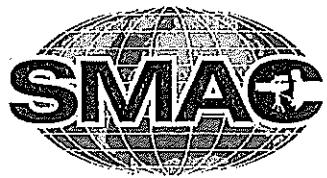
Please consider the environment before printing this email. 

 Think before you print.

Stoughton Media Access Corporation
(SMAC)

BYLAWS

Amended by SMAC Board of Directors
Effective September 30, 2023



*Stoughton Media Access Corporation
Meeting Minutes
November 25th, 2024*

I. Call to order

President Bob Mullen called to order the Meeting of the Stoughton Media Access Corporation on November 25th, 2024, at 6:33PM in the Board of Directors' Conference Room located at the SMAC Studios, 421 Page Street, Stoughton, Massachusetts.

II. Roll call

The following board members were present: **Gina Coe**, **Bob Mullen**, **Steve Bates** and **Station Manager, Anya Zulawnik**. As well as **Administrative Assistant Marissa Desmond**. **Peter Brown** arrived later, at 6:57PM. **David Lurie** arrived later, at 7:09PM.

III. Motion to Open Meeting

Gina Coe motioned to open the meeting of the SMAC Corporation. Seconded by **Steve Bates**. Unanimous.

IV. Citizen Participation

Brian Butler of Stoughton.
Peter Banis of Stoughton.

V. Public Comment

Peter Banis expressed concern about the South School Project and was concerned that SMAC was not able to record the meetings.

VI. Station Manager's Comments

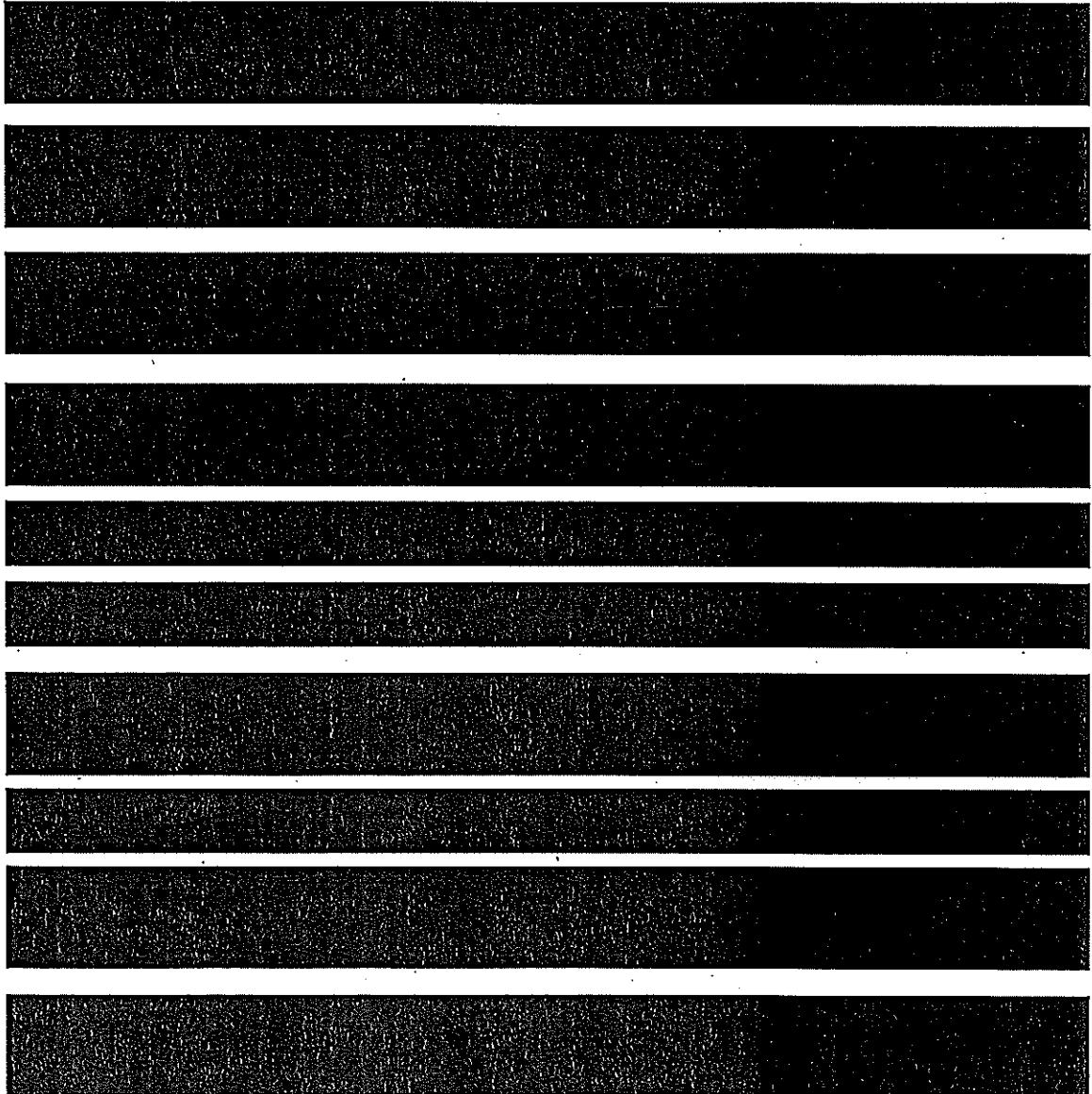
Anya Zulawnik shared with the Board of all recent coverage and Station Updates. **Luke Asack** recorded the Veterans Day presentation at the middle school.

Peter Ventresco resumed recording his shows. Lisa Lyons is looking to produce "A Lyoness" talk show. David Walsh will produce "Town Meeting Times". SMAC recorded a tour of the new fire station and South School; it will be part of the David Walsh show.

SMAC covered two special town meetings, without technical issues.

Anya Zulawnik purchased a Ring doorbell camera; it is to be mounted next to the door so staff may communicate with visitors. SMAC Studio new hours will be Monday through Friday 10AM-5:30PM. Meetings will be by appointment only, which the Board approved during the previous meeting.

VI. [REDACTED]



VII. Review and Approve Payment of Bills

The Board reviewed the bills.

Travelers Insurance - \$5,603

South Shore Bank Credit Card (Fridge) - \$1,453

No Dust No Fuss (Studio Cleaning) - \$1,181

Verizon Phone & Internet - \$256

Eversource Gas - \$208

The Hartford Insurance - \$825

SEI Simple IRA, September 2024 - \$629

SEI Simple IRA, October 2024 - \$629

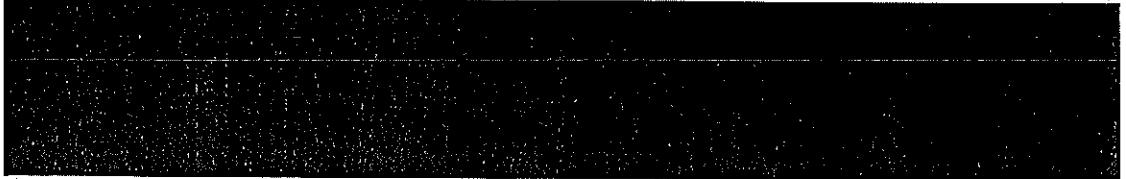
Anya Zulawnik emailed the cleaning company to send checks quarterly. **Steve Bates** made a motion to approve all the bills. **Peter Brown** Seconded. Unanimous.

VIII. Bylaws

The Board reviewed the amended SMAC Bylaws which have been effective since September 30, 2023. **Steve Bates** made a motion to accept the amended- SMAC Bylaws. Seconded by **Gina Coe**. Unanimous.

IX. Holidays Discussion and Schedule

The Board discussed closing the studio on Friday November 29th, 2024, the day after Thanksgiving. **Anya Zulawnik** shared with the Board prior Thanksgiving years interns were given \$50 gift cards and \$100 to employees. **Steve Bates** made a motion allowing the studio to be closed, and for staff to have a paid day off. **Bob Mullen** Seconded the motion. Unanimous.



The time was 7:26PM

