

BYLAWS
FALMOUTH ARTISTS GUILD, INC.

ARTICLE I: Name

The name of this organization shall be the Falmouth Artists Guild, Inc., hereinafter referred to as the "Guild," DBA the Falmouth Art Center.

ARTICLE II: Mission

The Falmouth Art Center is dedicated to inspiring enthusiasm for the visual arts through engaging educational and exhibition opportunities. We nurture students of all ages and abilities to expand and stretch their imagination and vision. The Guild shall function within the meaning of Section 501(c)(3) of the Internal Revenue Code and in accordance with the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

ARTICLE III: Members

Section 1. Any individual who supports the Mission of the Guild may become a member subject to compliance with the provisions of these Bylaws. The Guild is non-discriminatory in accordance with government regulations.

Section 2. A member in good standing is defined as one who has paid annual dues, fees and other funds which may be due to the Guild.

Section 3. Members in good standing shall have all the privileges of membership as provided in these Bylaws, including the right to participate and vote at Members Meetings and to be eligible to hold office.

ARTICLE IV: Members Meetings

Section 1. The Annual Meeting of the Members of the Guild shall be held in June and shall be for the purpose of electing members of the Board of Directors and officers of the Guild, receiving reports of officers and committees, and for any other business that may arise.

Section 2. Special Meetings of the Guild shall be held at such times as the Board of Directors shall determine or upon the written request of thirty (30) members of the Guild. The purpose of the meeting shall be stated in the Notice of meeting.

Section 3. Notice of the Annual Meeting and any Special Meeting of the members shall be sent to each member stating the day, time and place of the meeting at least fourteen (14) but not more than thirty (30) days prior to the meeting, except in the case of an emergency for a Special Meeting.

Section 4. There shall be no voting by proxy.

Section 5. Thirty members in good standing shall constitute a quorum for Annual or Special Meetings of the members.

Section 6. All issues to be voted on shall be decided by simple majority of those present at the meeting.

ARTICLE V. Board of Directors

Section 1. Composition. The Board of Directors shall consist of no fewer than ten (10) and no more than fourteen (14) elected Directors. For one year, the immediate past president of the Guild shall be a member of the Board.

Section 2. Power and Authority.

- A. The Board of Directors shall have the customary power and authority granted to all nonprofit corporations in the Commonwealth of Massachusetts, except as otherwise provided in these bylaws.
- B. The Board of Directors may, at its discretion, submit any contract or act for approval or ratification at the Annual Meeting of the membership or at any meeting of the Guild called for the purpose of considering any act or contract. Any act or contract approved or ratified by the Board of Directors shall be as valid and binding upon the Guild and upon all members as though it had been approved or ratified by the membership at large.
- C. In the event the position of President is vacant and the First and Second Vice Presidents do not undertake the responsibilities of the President, the Board may authorize the Executive Committee to carry out the duties and responsibilities of the President.
- D. A Director may be removed with or without cause by a 2/3 vote of the Directors then in office at a regular Board meeting or at a special Board meeting called for that purpose, if in their judgement it is in the best interests of the Corporation. Such Director will be given at least seven days' notice of the proposed removal and the reasons therefore, and an opportunity to be heard at the meeting. Notice of the meeting shall include notice of the proposed removal.

Section 3. Meetings.

- A. Regular Meetings:

1. The Board of Directors shall hold at least eight meetings between Annual Meetings, at such times and places as may be fixed by the Board.
 2. Notice of Meetings shall be sent to each Director at the address filed with the Guild at least one week prior to each meeting, and Meetings shall be open to all members of the Guild.
 3. Non-board members wishing to address the Board, must submit an item to the President for the agenda at least forty-eight hours prior to the meeting.
4. All Board Members shall BE REQUIRED TO attend at least 50% of all meetings held.

B. Special Meetings:

1. Special Meetings shall be held upon the call of the President or officer performing the duties of the president at the time or upon written request of at least five members of the Board of Directors, provided that one member shall be an elected officer.
2. Notice of a Special Meeting shall state the date, time, place and purpose of the meeting and, except in case of an emergency, shall give at least three days notice of the meeting.

C. Executive Session: Board and Committee Meetings may go into executive session. Non-members of the Board or Committee may be invited to attend and/or give a report, but they are not otherwise entitled to be present during Executive Session.

D. Eight members of the Board of Directors shall constitute a quorum.

ARTICLE VI. Directors and Officers

Section 1. To be eligible as a Director, an individual must be a Member in good standing.

Section 2. The officers of the Guild shall be selected from among the Directors. The elected officers of the Guild shall be: President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 3. Elections of Directors and officers shall take place by ballot at the Annual Meeting unless there is only one candidate for each office or position to be filled, in which case the election may be by voice vote. All elected officers and Directors shall assume their duties at the close of the meeting at which they are elected and shall serve a term of three years; or such shorter term as may be stipulated by the Board prior to their election; or until their successor is elected. They shall serve no more than six consecutive years in one or any combination of elected positions, one year as past president excepted.

Section 4. Any vacancy in an elected position shall be filled by the Board of Directors at a Board meeting except a vacancy in the office of President, which shall be filled by the First

Vice-President. Should the office of the First Vice-President also be vacant, the Second Vice-President shall assume the presidency. Any vacancy filled by Board election, either officer or Board Member, shall be for the period of time from the Board election to the next Annual Meeting of Members. The total time of service for a person who is initially elected to the Board at a Board Meeting shall not exceed six consecutive years plus the time from Board election to next Members Meeting (not to exceed 6 years 11 months in total).

Section 5. The Board may appoint assistant officers to serve on such terms and conditions as the Board may, from time to time, deem advisable.

Section 6. Duties of Officers. The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Guild.

A. The President shall:

1. Have the overall responsibility for the oversight of management and business affairs of the Guild,
2. Preside over all Board meetings.
3. Have signature authority for all expenditures and commitments.
4. Appoint all Committee chairs subject to the approval of the Board of Directors

B. The First Vice-President shall:

1. Have such duties as prescribed by the President.
2. In the absence or disability of the President, have the authority to perform all the duties of the president.

C. The Second Vice-President shall:

1. Have such duties as prescribed by the President.
2. In the absence or disability of the president and the first vice-president, have the authority to perform all the duties of the president.

D. The Recording Secretary shall:

1. Be a resident of the Commonwealth of Massachusetts.
2. Shall record Minutes of the Board of Directors and all Member Meetings.
3. Ensure the filings of all Reports required by the Secretary of the Commonwealth.

E. The Treasurer shall:

1. Serve as Chair of the Finance Committee.
2. Keep the Board informed as to the financial affairs and fiscal condition of the Guild.
3. Review the financial affairs of the Guild at Members Meetings.
4. Ensure that the Guild's financial planning and financial operations are conducted in an effective and efficient manner and with adequate internal controls.
5. Have signature authority for all expenditures and commitments.

F. The Corresponding Secretary shall be responsible for writing appropriate notes and letters as needed.

G. The Directors shall serve as Chairs or Members of Committees or in other capacities as requested by the President.

H. Each Director shall contribute financially to the organization annually.

I. Members of the Board of Directors shall not receive any compensation for their services as Directors.

ARTICLE VII. Committees

Section 1. Committee Formation: The Board may create Committees as needed.

Section 2. Standing Committees:

A. Appointment and Term of Office.

1. The President shall appoint the Chairs of all committees subject to the approval of the Board of Directors. Board Members may serve as Chairs of Standing Committees.

2. All Chairs shall assume their duties as soon as their appointment is approved.

3. All Committees shall meet, as necessary, at the call of the Chair and shall not undertake projects without informing the President and the Board of Directors.

B. The Standing Committees shall include: Finance, Governance, and Executive Committee. All Committees shall provide reports to the Board of Directors.

C. The Finance Committee shall:

1. Consist of the Treasurer who serves as Chair along with other members as needed.

2. Create an annual budget to be adopted by the Board of Directors.

3. Oversee the financial operations of the Guild and perform the other tasks assigned to it by the Board of Directors.

4. Determine how monies should be invested, subject to the approval of the Board.

D. The Governance Committee shall:

1. Consist of an Officer or Director as Chair and three or more additional members, at least one of which shall not be a Board member.

2. Be responsible for nominating a slate for elected positions to be filled at the Annual Members Meeting and for nominating replacements for Officer and Board Member vacancies.
3. Be responsible for overall policy matters relating to the governance of the Guild.
4. Be responsible for periodic review of Guild long range strategic plans.
5. Manage other Governance issues as needed.

E. The Executive Committee shall:

1. Consist of the Officers of the Guild including the President, First Vice President, Second Vice President, Recording Secretary, Treasurer, and Corresponding Secretary.
2. Transact necessary business between Meetings of the Board of Directors and shall report all actions taken to the Board of Directors for ratification, if necessary.
3. Have the right to conduct emergency business including cancellation and/or postponement of a Meeting.
4. Undertake the duties and responsibilities of the President when there is: **a.** a vacancy in the Office of the President; **b.** the First and Second Vice Presidents do not undertake those duties and responsibilities; and **c.** when the Board of Directors authorizes the Executive Committee to do so.
5. Meet at the call of the President, where four members shall constitute a quorum.

F. The President with the consent of the Board of Directors may create other standing committees as needed.

Section 2. Working Committees : Committees established by the President and/or the Executive Director to carry out the mission of the organization shall report to the Board through the Executive Director.

Section 3. Special Committees

- A. The President, with the consent of the Board of Directors, may create special committees or subcommittees as needed.
- B. Such special committees shall exist until the purpose for which they were created is completed.

ARTICLE VIII: Finances

Section 1. The Board of Directors shall, from time to time, adopt a dues schedule in such amounts and categories as the Board of Directors shall deem advisable.

Section 2. The fiscal year of the Guild shall be the calendar year, or such other period as determined advisable by the Board.

Section 3. The Guild shall prepare an annual budget to help ensure that its operations and financial management during the budget year are conducted in an efficient and effective manner. The annual budget shall be approved by both the Finance Committee and Board of Directors prior to the start of the fiscal year.

Section 4. The Guild shall prepare an annual financial statements in accordance with generally accepted accounting principles. Such statements either shall be reviewed, or, if required by law, audited, by a certified public accountant, the engagement of whom shall be approved by the Board. The Board may decide to have an audit performed, even if not required by law.

Section 5. The Board, upon recommendation of the Finance Committee, shall determine which individuals, among the Guild's Officers and its Executive Director, shall have the authority to commit the Guild to expend its funds or to sign checks or other documents required to make such expenditures. The Board may establish policies regarding limits on such authority.

ARTICLE IX: Notice

Notice under these Bylaws for Members Meetings and for Meetings of the Board of Directors shall be deemed sent when 1) sent by email to the email address on file at the offices of the Guild or 2) deposited with the U.S. Postal Service, postage prepaid, addressed to the mailing address on file at the offices of the Guild. In the event the Guild does not have an email address for a member of the Guild, notice of Members Meetings to such member shall be sent by U.S. Postal Service mail.

ARTICLE X. Corporate Staff

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Board of Directors. No Officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members of the Board Directors. Such removal may be with or without cause.

ARTICLE XI. Conflict of Interest and Compensation

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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 organization. All Board of Directors will be required to sign a Conflict of Interest document.

ARTICLE XII: Indemnification and Personal Liability

The Directors, officers, employees and other agents of the Guild shall be indemnified for any costs, expenses or liabilities incurred as a result of the performance of their duties as provided in Massachusetts General Laws Ch. 180, Sect. 6, provided such person was in good faith acting in the best interests of the Guild and provided further that the obligation hereunder to provide such indemnification shall not exceed the amount of recovery under the Guild's insurance policies.

No Director of the Guild shall be personally liable to the Guild or its members for monetary damages for breach of fiduciary duty as a Director notwithstanding any provision of law imposing such liability; provided, however, this paragraph shall not eliminate or limit any liability of a Director to the extent such liability is imposed by applicable law:

- a. for any breach of the Director's duty of loyalty to the Guild or its members;
- b. for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; or
- c. for any transaction from which the Director derived an improper personal benefit.

ARTICLE XIII: Dissolution

The Guild may be dissolved only in accordance with Massachusetts law relating to charitable, non-profit corporations. Upon such dissolution, after paying or adequately providing for the debts and obligations of the Guild, the remaining assets shall be distributed, as determined by the Board, to such tax exempt organization or organizations approved under Section 501(c)(3) of the Internal Revenue Code which have the same or similar purposes as the Guild. None of the assets of the Guild shall inure to any individual member.

ARTICLE XIV: Parliamentary Authority

Robert's Rules of Order, Newly Revised, as it may be amended from time to time, shall govern the Guild in all cases in which they are not inconsistent with these Bylaws or any special Rules of Order which the Board may have adopted.

ARTICLE XV: Amendment of the Bylaws

These Bylaws may be amended at any meeting of the members of the Guild by a two-thirds vote of the Members present, provided that the notice of the Members Meeting stated that amendments to the Bylaws will be considered at the meeting, with copies of the proposed amendments available from the Guild's office.

Bylaws adopted May 26, 1966

Revised January 16, 1968; January 21, 1975; January 20, 1991, November 14, 1995, May 25, 2005; February 27, 2010.

Adopted at June 13, 2011 Members Meeting: Restated and Amended Bylaws.

Amended at June 23, 2014 Members Meeting

Amended at