

# ARTSWorcester

## BYLAWS

As amended 2013

### Article I. NAME

The legal name of this corporation shall be “ArtsWorcester, Inc.”, hereinafter referred to as “ArtsWorcester.”

### Article II. PURPOSE

To cultivate, promote, foster, and encourage cultural, arts, and educational activities in Worcester County.

To be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code and in furtherance of those purposes and for no other.

No part of the net earnings of ArtsWorcester shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that ArtsWorcester shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of ArtsWorcester shall be the carrying on of propaganda or otherwise attempting to influence legislation, and ArtsWorcester shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, ArtsWorcester shall not carry on any other activities not permitted to be carried on:

1. by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code, or
2. by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954.

### Article III. MEMBERSHIP

#### 1. Members

Any organization or individual interested in or associated with artistic or cultural activities in Worcester County shall be eligible for membership. The Board of Directors shall define categories of membership, together with dues structure for each category, and will establish criteria for membership along with the rights and obligations of membership.

#### 2. Classes of Membership

The Directors may divide Members into such classes containing such voting and other rights as the Directors shall, in their discretion, deem to be in the best interest of the ArtsWorcester, provided, however, that any classification having as its direct or indirect purpose the division of Members according to race, sex, national origin, or any classification which directly or indirectly favors one institution, association, group, Member, or other person over another, shall be prohibited.

### Article IV. MEETINGS

#### 1. Annual Meeting

The Annual Meeting of ArtsWorcester will be held in the first quarter of each fiscal year, at such time and place as the Directors shall determine, for the purpose of elections and for the transaction of such other business as may come before the meeting.

#### 2. Notice

- a) Written notice of the Annual Meeting, stating the place, day, and hour of the meeting, shall be given to all Members of ArtsWorcester at least ten (10) days prior to the meeting, and shall include the proposed slates as well as notice of the right to nominate by petition
- b) Other than the Annual Meeting, notice, stating the place, day, and hour of any meeting of the Members, shall be given to each Member entitled to vote at such meeting not less than seven (7) days before the date of such meeting, by or at the direction of the President, Secretary, or the officers or person calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.
- c) Notice may be given by email, mail or personal delivery. Notice shall also be given by posting on ArtsWorcester's website or at its principal place of business.

3. Proxy Ballots  
Proxy Ballots will not be allowed
4. Special Meetings  
Special Meetings of the Members may be called by the President, the Directors, or not less than one-tenth of the Members having voting rights.
5. Quorum  
At general and special meetings and the Annual Meeting, 10% of the Members entitled to vote shall constitute a quorum.
6. Manner of Action  
The act of a majority of Members present at a meeting at which a quorum is present shall be the act of the Members, unless the act of a greater number is required by law or by these Bylaws.
7. Robert's Rules of Order  
At all meetings of the Directors and the Membership, Robert's Rules of Order (latest edition) shall apply.

#### Article V. BOARD OF DIRECTORS

1. General Powers  
The Board of Directors shall have all the usual powers of a Board of Directors of a membership corporation, and shall govern and direct the affairs of ArtsWorcester. It shall make all the rules and regulations that it deems necessary or proper for the government of ArtsWorcester, and for the due and orderly conduct of its affairs and the management of its property, consistent with its Charter and these Bylaws.
2. Number and Term  
The Board of Directors shall consist of not less than ten (10) nor more than thirty (30) Directors elected by the Members at the Annual Meeting.
  - a) At each Annual Meeting of the Membership, one third (1/3) of the Directors shall be elected for terms of three (3) years to succeed those whose terms shall expire.
  - b) The immediate past president shall serve as a member of the Board of Directors for the term of his/her successor.
3. Qualifications

Directors are expected to attend meetings regularly. Directors must be members of the ArtsWorcester.

4. Meetings

a) Regular Meetings

The Board of Directors shall meet at least once quarterly at a time and place adopted by resolution and announced through either personal or written notice or e-mail.

b) Special Meetings

Special meetings of the Directors may be called by or at the request of the President or any four (4) Directors at such place as shall be designated in the call for such meeting.

5. Notice

Notice of any special meeting of the Directors shall be given not less than seven (7) days before such meeting and may be given by mail, email or personal delivery. The general nature of the business to be transacted at the meeting shall be specified in the notice.

6. Quorum

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of same.

7. Vacancies

Any vacancies occurring among the Directors on the Board shall be filled by the Board upon the recommendation of the Nominating Committee until the next Annual Meeting.

8. Compensation

Directors shall not receive any compensation for their services as Directors except for reimbursement for any out-of-pocket expenses incurred on behalf of ArtsWorcester.

9. Attendance

The Board may remove any Director absent from three (3) meetings during a fiscal year.

10. Informal Action

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing or e-mail, setting forth the action so taken, shall be signed by all of the Directors.

11. Conflict of Interest

No contract or transaction entered into by ArtsWorcester shall be affected by the fact that a Director of ArtsWorcester was personally interested in it, and could either directly or indirectly benefit therefrom, if, at the meeting of the Board of Directors making, authorizing or confirming such contract of transaction, the interested Director discloses his or her interest therein and refrains from discussion and/or voting on such contract or transaction and such contract or transaction is adopted or ratified by a majority of a quorum of Directors present.

Articles VI. OFFICERS

1. Officers

The Officers of the ArtsWorcester shall be a President, one or more Vice Presidents (the number thereof to be determined by the Directors), a Treasurer, a Secretary, and such other Officers as the Directors may authorize, such officers to have the authority and perform the duties prescribed from time to time by the Directors.

2. Election on Term of Office

The Officers of ArtsWorcester shall be elected annually, except for the President who shall be elected every two (2) years. The Officers shall be elected at the Annual Meeting of the Membership, and shall hold office until their successors shall have been duly elected and qualified.

3. Vacancies

The Board of Directors, upon recommendation of the Nominating Committee, shall fill any officer vacancy. Any officer elected to fill a vacancy shall be elected until the next Annual Meeting.

4. President

The President shall be the principal executive officer of ArtsWorcester and shall, in general, supervise and control all of its businesses and affairs. He/she shall preside at all meetings of the Members and Directors. In general, he/she shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Directors from time to time.

5. Vice President(s)

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President first elected shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President, and

when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or the Directors.

6. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of ArtsWorcester, receive and give receipts for monies due and payable from any source whatsoever, and deposit all such monies in the name of ArtsWorcester in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and, in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Directors.

7. Secretary

The Secretary shall keep the minutes of the meetings of the Directors and the Members; coordinate with ArtsWorcester's office to insure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and, in general perform all duties incident to the office of Secretary.

8. Executive Director

The Board of Directors may appoint an Executive Director who shall be the principal administrative officer of ArtsWorcester, charged with the duties of effectuating the purposes of ArtsWorcester, carrying out the directives of the Directors and the Members, and performing any and all functions necessary and proper to assure that the policies, objectives, and aims of ArtsWorcester are carried out; and such other duties as from time to time may be assigned to him or her by the President or by the Directors. The Executive Director shall not serve as a member of the Board of Directors. The Executive Director shall be responsible for maintaining custody of the corporate records in good order and the Seal of ArtsWorcester. He/she shall keep a register of the addresses of each Member for mailing and notification purposes.

Article VII. COMMITTEES

1. Executive Committee

The Executive Committee shall be constituted of the elected officers of ArtsWorcester, plus a Director to be elected by the Directors, who will hold office until their successors are duly elected. The President shall serve Chairman of the Executive Committee. The Executive Committee shall exercise in the intervals between meetings of the Board of

Directors all of the powers of the Board which may be lawfully delegated in the management of the affairs of ArtsWorcester or such lesser powers as may be specified from time to time by vote of the Directors. It shall meet at the call of the Chairperson. A majority of the Members of the Executive Committee shall constitute a quorum. All actions of the Executive Committee shall be subject to review by the Board of Directors, and the Executive Committee shall report all its action to the Board.

2. Nominating Committee

The Nominating Committee shall consist of a Chairman and four (4) members of ArtsWorcester elected from a single slate by the Membership at the Annual Meeting. It shall prepare the slates for the Officers, the Directors, and the Nominating Committee. Such slates shall contain at least one (1) name for each vacancy to be filled at the Annual Meeting. Additional nominations may be made by written petition of any fifteen (15) individual members of ArtsWorcester, providing such nominating petition be filed with the Secretary at least three (3) days prior to the Annual Meeting. There shall be no nominations from the floor, no write-in, or proxy ballots. The written notice to the Membership shall include the proposed slates. Should nominating petitions be filed with the Secretary, these names shall be announced to the Membership at the Annual Meeting.

3. Other Committees

The President may appoint such other committees and chairpersons as may be required to assist the Board.

Article VIII. CONTRACTS AND GIFTS

1. Contracts

The Directors may authorize any officer or officers, agent or agents of the ArtsWorcester, in addition to the officers so authorized by these Bylaws, to enter into any contract, or execute and deliver any instrument in its name and on its behalf, and such authority may be general or confined to specific instances.

2. Gifts

The Directors may accept on behalf of the ArtsWorcester any contribution, gift, grant, bequest, or devise for the general purposes or for any special purpose of ArtsWorcester.

3. Checks and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of ArtsWorcester shall be signed by such officer or

officers, agent or agents of ArtsWorcester, and in such manner as shall from time to time be determined by resolution of the Directors.

#### Article IX. RECORDS AND REPORTS

1. Fiscal Year

The fiscal year for ArtsWorcester shall be from July 1 to June 30.

2. Audit

The accounts of the Treasurer shall be audited at the end of each fiscal year by a certified public accountant appointed by the Directors, and at such other times deemed necessary by the Directors, including occasions when the post of Treasurer is filled between elections.

3. Financial Report

A financial report shall be made by the Treasurer quarterly to the Board of Directors, and annually, in detail, to the Membership.

4. Annual Report

Directors and to the Membership, reviewing the activities of the past year and outlining plans for the coming year's activities and programs.

5. Books and Records

The ArtsWorcester shall keep correct and complete books and records of accounts and minutes of proceedings of its Directors and Members, and all committees appointed by the Directors, and shall keep at its office a record containing the name and addresses of all Members entitled to vote. All books and records of ArtsWorcester may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time.

6. Bonding

The Treasurer and all persons having access to ArtsWorcester's accounts shall be bonded in the amount determined by the Board of Directors.



7. Indemnification Clause

The members, directors, officers, agents, and employees of ArtsWorcester, while serving in their official capacity, shall be indemnified by ArtsWorcester against all damages, costs, and expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, or a judgment entered against them in any legal proceeding which they may be involved in or to which they may be made a party by reason of their being or having been such members, directors, officers, agents, and employees, except in relation to matters as to which they shall be finally adjudged in such action, suit, or proceeding to be liable for willful or wanton negligence or intentional misconduct in the performance of their duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the cost of litigation, but only if ArtsWorcester is advised by its counsel that in his or her opinion the persons indemnified did not commit such willful or wanton negligence or intentional misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which the parties may be entitled for a matter of law or agreement. Also, the Directors, members, officers, agents, and employees of ArtsWorcester shall not be personally liable for any debt or obligation of ArtsWorcester. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against ArtsWorcester may look only to the funds and property of ArtsWorcester for the payment of any such contract or claim, or for the payment of any debt or any damage or of any money that otherwise become due or payable to them from ArtsWorcester.

Article X. DISSOLUTION

Upon the dissolution of ArtsWorcester, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of ArtsWorcester, dispose of all of the assets of ArtsWorcester exclusively for the purpose of ArtsWorcester in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the 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 Law), as the Board of Directors shall determine.

Article XI. AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of the Members present who are entitled to vote, and voting at any Membership Meeting of ArtsWorcester, provided that written notice of the Meeting has been given no less than fifteen (15) days prior to the meeting. Notice shall include the proposed amendment(s). Such notice may be given by email, mail or personal

delivery. Notice shall also be given by posting on ArtsWorcester's website or at its principal place of business.

SPMcD 2/12/13