

BYLAWS of
ArtsWorcester, Inc.

(Amended September 23, 2021)

Article I. NAME

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

Article II. PURPOSE

The purposes of ArtsWorcester shall be to promote, foster, and encourage the visual arts in Worcester County.

ArtsWorcester shall 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 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 1986, as amended.

Article III. MEMBERS

The Corporation shall have no members. No person now or hereafter designated by the Corporation as a "member" for any purpose shall be or be deemed to be a member for purposes of the Articles of Organization or Bylaws of the Corporation or for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the Directors of the Corporation.

Article IV. BOARD OF DIRECTORS

1. General Powers – The Board of Directors shall constitute the governing body of the Corporation and shall have and may exercise all the powers of the Corporation. The Board of Directors shall make all the rules and regulations that it deems necessary or proper for the governance of ArtsWorcester, and for the due and orderly conduct of its affairs and the management of its property, consistent with the Articles of Organization and these Bylaws. The Board is responsible for the overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to the Executive Director.

2. Membership and Election

a) The Board of Directors shall consist of not fewer than nine and no more than nineteen members, excluding the Executive Director, who shall serve *ex officio* and without vote. The exact number and composition of the Board of Directors shall be determined by the Board of Directors. At each annual meeting of the Corporation or at a special meeting in lieu of an annual meeting a majority of the Directors then in office shall determine the number of Directors for the ensuing year and shall elect new Directors.

b) Except as otherwise provided by law, the Articles of Organization, or these Bylaws, Directors shall be elected at the annual meeting for a term of three years. Directors elected at the 2021 annual meeting and thereafter shall be eligible for re-election to two additional three-year terms for a total of nine (9) consecutive years. Directors who have served the maximum three consecutive three-year terms may be re-elected to the Board of Directors after an interval of not less than one year after the expiration of their third consecutive three-year term.

c) An officer may, if re-elected to office, continue to serve in office for no more than three consecutive one-year terms after the expiration of their third consecutive three-year term as Director.

d) The Board may elect to extend the term of a Director if doing so is in the best interests of the Corporation.

3. Qualifications - Directors are expected to attend meetings of the Board of Directors regularly. They should demonstrate a committed interest in the promotion, fostering, and encouragement of the visual arts in Worcester County.

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, including electronic communications. Meetings may be held in person or electronically.

b) Annual Meeting - The Board of Directors shall determine the date, hour, place, and manner of conducting an annual meeting of the Board for the election of Directors, Officers, and Nominating Committee members and to conduct such other business as may come before the meeting, as may be specified by the Board or the President, or as may be prescribed by law, the Articles of Organization, or these Bylaws. The annual meeting shall be scheduled to occur within one calendar year after the end of the fiscal year of the Corporation. If an annual meeting is not held in accordance with the foregoing provisions, a special meeting may be held in place thereof with all the force and effect of an annual meeting. Written notice of the date, hour, place, and purposes of the annual meeting, including a copy of the slate of nominees and notice of the right of Directors to nominate by petition, shall be given to each Director entitled to vote at least ten days prior to the meeting.

c) Special Meetings - Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) Directors entitled to vote at such place and time and for such purposes as shall be specified in the call for such meeting. Notice of the date, hour, and place of all special meetings of the Board of Directors shall be given to each Director by the Clerk, or, in case of the death, absence, incapacity, or refusal of such person, by the officer or one of the Directors calling the meeting. Notice shall be given to each Director either in person or by telephone sent to the Director's business or home address at least twenty-four hours in advance of the meeting, or by written notice (including electronic communications) mailed or sent by electronic transmission to such business, electronic or home address at least forty-eight hours in advance of the meeting.

d) Quorum - At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. One or more Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.

e) Action at Meeting - At any meeting of the Board of Directors at which a quorum is present, a majority of those present may take any action on behalf of the Board of Directors except to the extent that a larger number is required by law, the Articles of Organization, these bylaws or a policy adopted pursuant to these bylaws.

f) Action By Consent - 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, without prior notice, and without a vote if all the Directors consent in a writing (on paper, by facsimile, or by email communication), setting forth the action so taken and the writing or writings are filed with the minutes of proceedings of the Board.

g). Robert's Rules of Order - At all meetings of the Board of Directors, Robert's Rules of Order (latest edition) shall apply.

5. Vacancies

Any vacancies occurring among the Directors shall be filled by the Board upon the recommendation of the Nominating Committee. Directors elected to fill a vacancy shall be elected for the unexpired term of their predecessor and shall be eligible to serve three full consecutive three-year terms thereafter.

6. 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.

7. Attendance

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

8. Conflict of Interest

All Directors must annually complete and sign the Conflict of Interest policy adopted by the Board of Directors and disclose any conflicts of interest. A Director holding a conflict of interest at that time or that emerges later must disclose the conflict of interest and refrain from discussion and/or voting on the contract or transaction in question. The Directors must by majority vote waive any such conflict before adopting or ratifying such contract or transaction.

Article V. 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 Clerk, and such other Officers as the Directors may authorize, all such Officers to have the authority and perform the duties prescribed from time to time by the Directors.

2. Election and Term of Office

The Officers of ArtsWorcester shall be elected annually from among the Directors, except for the President, who shall be elected every two (2) years. The Officers shall be elected at the Annual Meeting 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 a vacancy in any office. Any Officer elected to fill a vacancy shall serve 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. The President shall preside at all meetings of the Directors. The President 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. The President shall appoint the members of Board committees and task forces.

5. Vice President(s)

In the absence of the President or in the event of the President's 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. Any Vice President shall perform such other duties as from time to time may be assigned to them 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 them by the President or by the Directors.

7. Clerk

The Clerk shall keep the minutes of the meetings of the Directors; coordinate with ArtsWorcester's office to ensure 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 Clerk.

Article VI. EXECUTIVE DIRECTOR

1. Position

The Executive Director shall be the chief executive officer of ArtsWorcester and shall be a non-voting *ex officio* member of the Board and all committees. The Executive Director shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors.

2. Responsibilities

The Executive Director shall be charged with the duties of effectuating the purposes of ArtsWorcester, carrying out the directives of the Directors, 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 the Executive Director by the President or the Directors. The Executive Director shall be responsible for maintaining custody of the corporate records in good order and the Seal of ArtsWorcester. They shall keep a register of the addresses of the Directors 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 as Chairperson 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 Directors 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. Governance and Nominating Committee

The Governance and Nominating Committee shall consist of a Chairperson, two other Directors, and at least one other individual with a demonstrated interest and commitment to ArtsWorcester. The Governance and Nominating Committee will be elected from a single slate by the Directors at the Annual Meeting. The Governance and Nominating Committee shall present the slate of nominees for Officers, Directors, and Nominating Committee members at the Annual Meeting. The Governance and Nominating Committee shall review and, when necessary, make recommendations regarding Board function, composition, effectiveness, practices and procedures, succession planning, and the Bylaws.

3. Finance Committee

The Treasurer shall chair the Finance Committee. The Finance Committee shall include as members such other Directors as the President may appoint. The Executive Director shall serve as a non-voting *ex officio* member of the Finance Committee. The Finance Committee shall develop and review investment and fiscal policies and procedures, ensure that tax filings are prepared and submitted, and prepare ArtsWorcester's annual budget for presentation to the Board for review and approval. The Finance Committee shall review all regular reports showing income and expenditures and submit reports to the Board.

4. Other Committees

The President may appoint such other committees and chairpersons as may be required to assist the Board. The President shall be an *ex officio* member of all committees.

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. INDEMNIFICATION–

The 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 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 their 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, 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 1986, as amended (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 or repealed, and new Bylaws may be adopted, by a two-thirds (2/3) vote of the Directors present and voting at any Annual Meeting of the Board of Directors or at a special meeting called for that purpose, provided that written notice of the meeting has been given no fewer than fifteen (15) days prior to the meeting. Notice shall include the proposed amendment(s). Such notice may be given by email, U.S mail, or personal delivery. Notice shall also be given by posting on ArtsWorcester's website or at its principal place of business.

Article XII. MISCELLANEOUS

1. Fiscal Year

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

2. Financial Review

The accounts of the Treasurer shall be reviewed 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. 4. Annual Report

The Executive Director or the President shall make an annual report to the Directors, 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 all committees appointed by the Directors, and shall keep at its office a record containing the name and addresses of all Directors entitled to vote. All books and records of ArtsWorcester may be inspected by any individual, their agent or attorney, for any proper purpose at any reasonable time.

Effective: September 23, 2021.



Suzanne Campbell-Lambert, Clerk