

# Manchester Art Association, Inc.

## Bylaws

### Article I: Name and Purpose

**Section 1.1 Name.** The name by which the Corporation shall be known is Manchester Art Association, Inc. (the "Corporation").

**Section 2.2 Applicable Laws and Purpose.** The Corporation is a nonstock corporation organized and incorporated under the Connecticut Revised Nonstock Corporation Act, Section 33-1000 et. seq. (the "Act") and shall have the powers of a Connecticut nonstock corporation, provided that the activities of the Corporation are not inconsistent with Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended. The purposes of the Corporation, as set forth in the Certificate of Incorporation, shall be to provide the local community with the opportunity to partake in art education through forums, panels, lectures, demonstrations, and the presentation of scholarships and awards, as well as sponsor public educational exhibits and to bring together artists and art-loving people.

### Article II: Membership

**Section 2.1 MEMBERS.** The Corporation is a member organization, and individuals and organizations committed to the vision and mission may become members by completing a membership application and paying an annual membership fee, the amount of which shall be determined by the Board of Directors by resolution from time to time.

**Section 2.2 CLASSES OF MEMBERS.** The Corporation shall have three classes of members. The first class shall be known as Standard Members; the second class shall be known as Honorary Members; and the third class shall be known as Members Under Eighteen. Except where otherwise provided, any reference to Members shall refer to all classes of Members.

(a) Standard Members. Any individual person who pays the stipulated Standard Membership fee and commits to the Corporation's mission is eligible for membership.

(b) Honorary Members. Any individual person who is a member at the time of recommendation for honorary membership, has attained continuous membership of at least ten consecutive years, and has rendered special service in the interest of art to the Association; such persons shall be made Honorary members upon recommendation of the Executive Board.

(c) Members Under Eighteen. Any individual who is a member under the age of eighteen (18) shall not be required to pay dues nor be allowed to serve as a director and/or officer nor shall be allowed to vote.

**Section 2.3 QUALIFICATIONS FOR VOTING.** Each Member, other than Members Under Eighteen, shall:

(a) Have full rights to participate in voting, including voting at the Annual Meeting for the Board of Directors and voting at any other meeting at which a membership vote may be called.

(b) Pay annual dues on a schedule as determined by the Board of Directors and approved by the Members at the Annual Meeting each year.

**Section 2.4 GATHERINGS OF MEMBERS.**

(a) Membership Meetings. Meetings are gatherings of members during which Corporation business is conducted. Membership Meetings shall include:

(i) Annual Meeting. The Annual Meeting of the Corporation shall be held each year during the month of May, or at a date and time to be set by the Board of Directors. At the Annual Meeting, all Members shall elect the Board of Directors and the officers for the year. In addition, the Board of Directors shall present an Annual Report to the Members at the Annual Meeting, which shall include the accomplishments of the previous year and the plans for the coming year.

(ii) Special Meetings. Special Membership meetings shall be held upon the call of the President or the Executive Committee, or upon written request of at least twenty (20) Members, from any class of Members

(b) Notice. Notice of any Membership Meeting shall be given to each Member, by mail or email, no less than four days prior to the meeting, with the exception of the Annual Meeting, which shall require notice of at least five days

(c) Monthly Artist Events. A Monthly Artist Event shall be held at a date and time set by the Board of Directors at least six (6) times per year. Monthly Artist Events shall include, but not be limited to, Art-of-the-Month presentations.

(d) Open Forum. Members and visitors are welcome at all meetings of the Board of Directors. The President shall manage every meeting to provide opportunities for non-members to present relevant issues, positions, information or opinions to the Membership for its consideration. Members and visitors are also welcome at all Monthly Artist Events.

**Section 2.5 QUORUM.** The quorum for Membership meetings shall be, as set forth in Section 33-1074(a) of the Act, the members entitled to vote who are present at a Membership Meeting.

**Section 2.6 VOTING.** Each Member shall have one vote and may empower an individual or his or her alternate to vote on behalf of the organization at any Membership meeting either in person or by proxy. Decisions on any question shall be made by a fifty-one percent (51%) majority vote of those Members present constituting a quorum.

### **Article III: Directors**

**Section 3.1 Number, Election and Term of Office.** There shall be neither fewer than three (3) nor more than thirteen (13) directorships on the Board, and the number of directorships at any time shall be the number of directors elected at the last annual or quarterly Meeting. A director may be removed from office only upon a two-thirds vote of the Board. In the event a director is absent from more than three (3) meetings of the Board during any calendar year without being excused by the Board, the director shall be deemed to have resigned.

**Section 3.2 Vacancies.** The Board shall fill vacant positions on the Board of Directors for the unexpired portion of the term.

**Section 3.3 Regular Meetings.** Regular meetings of the Board of Directors shall be held at least six (6) times per year whenever and wherever the Board of Directors may specify by resolution. No notice of regular meetings must be given, but if no resolution is in effect, regular meetings shall be called in the same manner as a Special Meeting of the Board.

**Section 3.4 Special Meetings.** The President may call special meetings of the Board. Any two (2) directors may request in writing that the president call a special meeting of the Board. If the president does not call a Special Meeting within five (5) days of the request, the directors making the request may call the Special Meeting. At least three days notice of a Special Meeting called by any party shall be given to each director on the Board. Notice need not be

given to any director who attends the Special Meeting or who waives notice in a writing executed and filed with the Secretary of the Corporation either before or after the Special Meeting. The Secretary shall file this waiver with the records of the Special Meeting.

**Section 3.5 Quorum and Voting Requirements.** A quorum shall consist of at least a fifty-one percent (51%) majority of the number of directors in office immediately before the meeting begins. The affirmative vote of a majority of directors present at a meeting shall be required for every action by the Board unless a greater proportion of directors' votes are required by the Certificate of Incorporation, these Bylaws or by Chapter 602 of the Act.

**Section 3.6 Voting.** At all meetings of the Board, each Director is entitled to have one (1) vote.

**Section 3.7 Unanimous Consent.** In lieu of any regular or special meeting and vote of the Directors, the unanimous written consent of all Directors may be executed with respect to any action taken or to be taken by the Directors, and said consent shall have the same force and effect as a unanimous vote of the Directors at a duly called or held meeting.

**Section 3.8 Powers.** The Directors shall manage the property and business of the Corporation. The directors may do anything that is not prohibited by law, the Certificate of Incorporation or these Bylaws.

**Section 3.9 Committees.** Pursuant to Section 33-1101 of the Act, the Board may form an Executive Committee or any other committee, and may appoint two (2) or more Directors or other persons to serve on these committees. One (1) or more Director shall serve on each committee whether as chairperson or not. The Board shall, by resolution, define the powers to be held by each committee, which shall not include taking any action other than recommendations to the Board for their action, and each committee may exercise those, and only those, powers. Each committee may keep minutes of its proceedings and may report them to the Board.

(a) Standing Committees. The President shall appoint the Chairperson of each Standing Committee. Standing Committees shall include:

- a. Membership
- b. Program
- c. Art-of-the-Month
- d. Public Relations
- e. Hospitality
- f. Cheer
- g. Show-in-the-Park

(b) Temporary and Other Committees. Other Committees may be formed by resolution of the Board and chaired by a person appointed by the President.

**Section 3.10 Indemnification and Reimbursement.** The Corporation shall be bound by and comply with the provisions of Sections 33-1116 through 1124 of the Connecticut General Statutes regarding indemnification of directors, officers and agents of the Corporation.

**Section 3.11 Participation in Meetings by Telephone.** In the event that a member of the board cannot attend a meeting in person, he or she may participate in the meeting by telephone, as long as the member requested such telephonic participation of the President in advance of the meeting, as long as everyone at the meeting can hear every other person participating in the meeting, and if so such participation by telephone shall constitute attendance at the meeting by such director.

## **Article IV. Officers**

**Section 4.1 Title, Election and Duties.** The Board shall elect a President, Treasurer, and a Secretary, and may elect a Vice President, or other officers whenever they determine that these other officers are desirable. The duties of each officer shall be the duties prescribed by these Bylaws and those prescribed by the Board.

**Section 4.2 President.** The President shall preside at all meetings of the Board and shall be in charge of and direct the business of the Corporation under the control of the Board. The President shall assume the duties of the Treasurer should the Treasurer be unable to fulfill his duties with reasonable diligence and haste. The President's signature shall be kept in the records of any bank holding accounts of the Corporation so that the President can fulfill the assumed duties of the Treasurer if such circumstance arises.

**Section 4.3 Vice President.** The Vice President, if any, shall assist the President in the performance of the President's duties and shall carry out the duties of the President whenever the President is unable to perform them.

**Section 4.4 Treasurer.** The Treasurer shall have the care and custody of and be responsible for the funds of the Corporation, shall keep the fiscal accounts and general ledger of the Corporation, including an account of all moneys received or paid out and shall make monthly reports to the Board on the financial condition of the Corporation. The Treasurer shall prepare or have prepared a balance sheet and statement of income showing the financial condition of the Corporation on an annual basis as of a date not more than four months earlier than the date of the balance sheet. The financial statements shall be presented to the Board at the Annual Meeting and shall be deposited at the principal office of the Corporation and kept there for at least ten years. The Treasurer shall provide these statements to an outside auditor annually, and upon request of the Board, the Treasurer shall provide these statements to an outside auditor for verification before presentment. The Treasurer may endorse checks, notes and other obligations on behalf of the Corporation, for collection only. The Treasurer shall have custody of the stock, securities or other investment instruments owned by the Corporation, and shall have the power to endorse them for transfer on behalf of the Corporation. The Treasurer is authorized to make expenditures of up to \_\_\_\_\_ dollars (\_\_\_\_\_), on behalf of the Corporation, without prior board approval. Any expenditures made by the Treasurer on behalf of the Corporation that are greater than \_\_\_\_\_ dollars (\_\_\_\_\_) require prior approval from the Board of Directors.

**Section 4.5 Secretary.** The Secretary shall keep the minutes of the meetings of directors and shall give notice of these meetings when notice is required. The Secretary shall keep all the books, records and papers of the corporation except those kept by the Treasurer or another person authorized to keep them by resolution of the Board. The Secretary shall sign a resolution stating that any bank holding accounts of the Corporation pass a resolution stating that only the Treasurer and the President may access the Corporation's accounts and receive confidential information, and the Secretary shall ensure that such resolution is filed with each bank holding an account of the Corporation.

**Section 4.6 Term of Office.** Each officer shall serve for a term of one year and thereafter until his or her successor is elected and qualified. The Board may remove any officer by a two-thirds vote at any time. The Board shall fill vacancies among officers.

## **Article V. Distribution of Assets.**

**Section 5.1 Generally.** None of the income or assets of the Corporation shall ever be distributed to its officers or directors: provided, however, that the Corporation may reasonably compensate any of the officers and directors for services performed for the Corporation.

**Section 5.2 Dissolution.** If the Corporation is dissolved, any assets remaining after payment of all its liabilities and obligations shall be distributed to nonprofit organization(s) exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in such proportions and amounts as the Board shall determine.

#### **Article VI. Conflicts of Interest**

**Section 6.1 Conflicts of Interest.** The Corporation shall adopt procedures to assure that any conflicting interest transactions, as that term is defined in Section 33-1127 of the C.G.S., or any excess benefit transaction, as that term is defined in Section 4958 of the Internal Revenue Code, involving a disqualified person, including directors and officers of the Corporation, shall only be undertaken after the requisite disclosure and voting by both directors and, where appropriate, members of the Corporation as provided in Sections 33-1129 and 33-1130 of the C.G.S. and under any relevant regulations of the I.R.S.

**Section 6.2 Policies.** The board shall adopt a conflict of interest policy, and review it at least annually, to assure that all actions taken by the Board of Directors comply with the relevant state and federal statutes.

#### **Article VII. Amendments**

**Section 7.1 Bylaws.** These Bylaws may be amended at any time as provided in the Certificate of Incorporation, as set forth below, however, no change may be made in these Bylaws which will affect the exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. As permitted by Section 33-1150 of the C.G.S., no amendment to the Bylaws shall be adopted unless that amendment is adopted in accordance with the following procedure:

(a) Written notice of the meeting of the Board of Directors at which such amendment shall be considered, including the text of the proposed amendment shall be delivered to all directors at least one week before the Directors' meeting;

(b) At least a two-thirds majority of the directors present at a duly called meeting of the Board of Directors at which a quorum is present shall vote in favor of such amendment; and

(c) At least two-thirds of the Members present at a duly called meeting of the Members at which a quorum is present shall vote in favor of such amendment.

**Section 7.2 Record of Changes.** Whenever these Bylaws are amended or repealed, that action and the date on which it was taken shall be noted on the original Bylaws in the appropriate place, or a new set of Bylaws shall be prepared incorporating those changes.

**Section 7.3 Inconsistencies with the Certificate of Incorporation.** If any provisions of these Bylaws are found to be inconsistent with any of the provisions of the Certificate of Incorporation, as presently existing or as amended, the Certificate of Incorporation shall be the controlling authority.

#### **Article VIII. Fiscal Year**

**Section 8.1 Fiscal Year.** For any year, the Fiscal year of the Corporation shall end on the 31<sup>st</sup> day of May.

**Adopted** as the bylaws of the Corporation \_\_\_\_\_, \_\_\_\_\_.