

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., hereinafter referred to as the “Association.”

Section 1.2 Applicable Laws and Purpose. The Association 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 Association 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 Association, 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.

Section 1.3 Rules of Order. The rules contained in Robert’s Rules of Order, latest edition, shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or standing rules of this Association.

Article II: MEMBERSHIP AND MEETINGS

Section 2.1 Members. The Association is a member organization and any individual person committed to the vision and mission may become a member by completing a membership application and paying an annual membership fee.

Section 2.2 Classes of Members. The Association 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 who pays the stipulated Standard Membership fee and commits to the Association’s mission is eligible for membership.

(b) Honorary Members. Any individual 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 Board of Directors and a vote by the Association.

(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 Officers, Board of Directors and Chairs of Standing Committees and voting at any other meeting at which a membership vote may be called.

(b) Pay annual dues on a schedule as recommended by the Board of Directors and approved by the Members at the Annual Meeting each year, with the exception of Honorary Members who are exempt from paying dues.

Section 2.4 Gathering of Members.

Membership Meetings. Meetings are gatherings of members during which Association business is conducted. Membership Meetings shall include:

(a) Annual Meeting. The Annual Meeting of the Association 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, members shall elect the Board of Directors, the officers, and the Standing Committee Chairs for the coming 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. The Treasurer shall present to the Board and Members at the Annual Meeting a report showing the financial condition of the Association.

(b) Regular Meetings. The regular member meetings of the Association shall be held monthly from September through May. At the September regular meeting the Association's budget for the year will be presented by the Treasurer for approval by the membership.

(c) Special Meetings. Special Membership meetings shall be held upon the call of the President or the Board of Directors, or upon written request of at least twenty (20) Members, from any class of Members. The purpose of the meeting shall be stated in the call and, except in an emergency, at least seven days notice shall be given.

Section 2.5 Notice. Notice of any non-regularly scheduled 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 thirty days.

Section 2.6 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. Visitors are also welcome at all regular member meetings.

Section 2.7 Quorum. The quorum for the Board is the majority of the Board members currently serving, the majority being fifty percent plus one. In order to hold a membership meeting at which a vote will be taken, a quorum of forty percent of members entitled to vote must be present or represented by proxy.

Section 2.8 Voting. Each Member shall have one vote and may empower an individual or his or her alternate to vote on behalf of the Member at any Membership meeting either in person or by proxy. Decisions on any question shall be made by a fifty percent plus one majority vote of those Members entitled to vote.

Article III. OFFICERS

Section 3.1 Title, Election and Duties. The Members at the Association's Annual Meeting shall elect a President, Vice President, Secretary, and Treasurer and may elect an Assistant Treasurer, Co-Presidents, and 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. All officers and board members of the Association must be members of the Association.

Section 3.2 President. The President shall preside at all meetings of the Board and Association and shall be in charge of and direct the business of the Association under the control of the Board. The President is an ex-officio member of all committees except the nominating committee. The President's signature shall be kept in the records of any bank holding accounts of the Association as an authorized signatory. Should Co-Presidents be elected they shall singularly have the powers and authority of the office of President.

Section 3.3 Vice President. The Vice President 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 3.4 Secretary. The Secretary shall keep the minutes of the Board and Member meetings and shall give notice of these meetings when notice is required. The Secretary shall keep all the books, records and papers of the association 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 only the Treasurer, Assistant Treasurer if one is elected, and the President may access the Association's accounts and receive confidential information, and the Secretary shall ensure that such resolution is filed with each bank holding an account of the Association. The Secretary shall conduct correspondence on behalf of the Association as required.

Section 3.5 Treasurer. The Treasurer shall be responsible for the keeping of accurate accounts of the Association, as well as the timely filing of all required financial reports. The Treasurer shall make available to the Board a summary of the Association's financial activity on a regular basis, but no less than quarterly for the Board's approval. The Treasurer shall have available at the Board and Membership meetings, and will display upon request, the financial statements of the Association in a form and degree of detail approved by the Board. The Treasurer shall develop in consultation with the Board the annual budget, to be approved by the members at the September member meeting. The Treasurer shall report significant line item variances in the Association's annual budget as part of the Treasurer's report. The Treasurer shall make all Association expenditures by check. The Treasurer is authorized to make expenditures

of up to two hundred dollars (\$200.00), on behalf of the Association, without prior board approval. Any non-budgeted expenditures made by the Treasurer on behalf of the Association that are greater than two hundred dollars (\$200.00) require prior approval by the Board.

Article IV: BOARD OF DIRECTORS

Section 4.1 Number and Eligibility. The Board is comprised of no fewer than three (3) nor more than thirteen (13) Directors of the Board, and the number of directorships at any time shall be the number of directors elected at the last Annual Meeting. All officers are included as Directors of the Board. All officers and board members of the Association must be members of the Association. All Directors, excluding the Officers, must also serve on a standing committee of the Association. Officers and Directors may be removed from office only upon a two-thirds vote of the membership.

Section 4.2 Vacancies. If an Officer or Director is unable to fulfill the term of his or her office, upon recommendation of the Nominating Committee and approval of the Board, a replacement officer may be presented to the members for election at a member's meeting constituting a quorum of the membership to serve the remainder of the unexpired term. Any vacancies occurring on the Board of Directors who are not officers may remain unfilled for the unexpired portion of the term.

Section 4.3 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 4.4 Special Meetings. The President may call special meetings of the Board. Any two (2) directors may request in writing that the president call a meeting of the Board. If the president does not call a meeting within five (5) days of the request, the directors making the request may call the meeting. At least three days notice of a Special Meeting called by any party shall be given to each director on the Board.

Section 4.5 Quorum and Voting Requirements. A quorum shall consist of at least a fifty percent plus one majority of the number of directors 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 4.6: Voting. At all meetings of the Board, each Director is entitled to have one (1) vote.

Section 4.7 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 participation to 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.

Section 4.8 Powers. The Directors shall manage the property and business of the Association. The directors may conduct the affairs of the Association in any way that is not prohibited by law, the Certificate of Incorporation, or these Bylaws.

Article V: ELECTIONS AND COMMITTEES

Section 5.1 Nominating Committee. The Nominating Committee shall consist of three members: the elected Chairperson, a current Board member appointed by the Board, and a volunteer from the general membership. If there is no volunteer the third committee member shall be appointed by the Board.

Section 5.2 The Nominating Committee shall nominate a candidate for each office, for Directors of the Board, and for each Standing Committee Chairperson; all such nominees shall be members of the Association. The Nominating Committee shall submit the slate of candidates to the Board and membership at least two weeks prior to the Annual Meeting. The slate will be voted on by the members at the Annual Meeting.

Section 5.3 Elections. Officers, Directors, and Standing Committee Chairpersons shall be elected at the Annual Meeting to serve a term of one year or until their successors are elected. Nominations from the floor shall be permitted. Election shall be by ballot except that when there is but one candidate for each office, the Secretary can be instructed to cast one ballot. If there is more than one candidate for any position voting for that position shall be by a show of hand vote, except if there is one member requesting voting by written ballot. Voting by proxy shall be permitted as provided for in Section 2.7 of these bylaws.

Section 5.4 Term of Office. The term of any elected position shall begin at the close of the Annual Meeting. Each officer shall serve for a term of one year and thereafter until his or her successor is elected and no member can be eligible to serve more than two consecutive terms in the same office. Under extraordinary circumstances an officer may be elected to a third term of one year. No member of the Board shall serve more than four consecutive one-year terms, with the exception of a Board member who is to serve as President. Said Board member may remain on the board for up to two additional, consecutive one-year terms as President. The Immediate Past President may serve for an additional one-year term in an ex officio capacity for a total of up to seven consecutive years on the Board.

Section 5.5 Removal from Office. The membership may remove any officer, board member, or standing committee chair by a two-thirds vote at any time at a duly constituted meeting at which a quorum is present.

Section 5.6 Standing Committees. One (1) or more Directors may serve on each committee whether as chairperson or not. The Board shall, by resolution, define the

powers to be held by each committee and each committee may exercise those, and only those, powers. Each committee may keep minutes of its proceedings and report them to the Board as requested. The Standing Committees shall include:

- Nominating
- Membership
- Programs - Demonstrations
- Exhibitions
- Communications and Public Relations
- Hospitality
- Cheer
- Workshops
- Scholarships
- Art of the Month

Section 5.5: Temporary and Other Committees. Other Committees may be formed by resolution of the Board and chaired by a person appointed by the Board.

Article VI: INDEMNIFICATION AND REIMBURSEMENT

Section 6.1 Indemnification and Reimbursement. The Association 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 Association.

Section 6.2 The Association is a volunteer organization; reimbursement by the Association for personal services provided by members is prohibited unless approved by the Board and in compliance with the Association's Conflict of Interest Policy.

Article VII. MERGERS, DISSOLUTION OF ASSOCIATION, DISTRIBUTION OF ASSETS

Section 7.1 Generally. None of the income or assets of the Association shall ever be distributed to its officers, directors, or members upon dissolution of the Association.

Section 7.2 The Association may only be dissolved or merged with a similar organization by a two-thirds vote of the total membership of record on the date of said vote. Said vote must be taken at the annual meeting or a duly called special meeting of the Association as provided for within these bylaws.

Section 7.3 Dissolution. If the Association is dissolved, any assets remaining after payment of all its liabilities and obligations shall be distributed to a nonprofit organization or organizations having similar purposes to the Association, which are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in such proportions and amounts as the membership shall determine.

Article VIII. CONFLICT OF INTEREST

Section 8.1 Conflicts of Interest. The Association 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 Association, shall only be undertaken after the requisite disclosure and voting by both directors and, where appropriate, members of the Association 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 8.2 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 IX. AMENDMENT OF BYLAWS

Section 9.1 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 Association 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 director's 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 recommending such amendment to the membership;
- (c) The membership shall be notified of the proposed amendment in writing at least two weeks prior to the meeting at which the vote shall be taken; and
- (d) At least two-thirds of the members present at a duly called member meeting at which a quorum is present shall vote in favor of such amendment.

Section 9.2 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. All ratified amendments shall become effective immediately unless otherwise stated in the amendment.

Section 9.3 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 X. FISCAL YEAR

Section 10.1 Fiscal Year. For any year, the Fiscal year of the Association shall end on the 31st day of August.

Adopted as the bylaws of the Association April 16, 2012

amended April 20, 2016

amended May 17, 2017 (list of standing committees)