

Holyoke Creative Arts Center, Inc.

Bylaws

Mission Statement

The mission of the Holyoke Creative Arts Center, Inc. is to promote through instruction, demonstration, collaboration and a variety of social functions that support the creative arts, home resource arts, along with craft arts and other related programs, throughout the community.

**Article I
Name and Office**

Section 1. Name. The name of the nonprofit entity shall be Holyoke Creative Arts Center, Inc. hereinafter referred to as the HCAC.

Section 2. Principle Office. The principal office of the organization shall be located at 400 South Elm Street, Holyoke, MA, 01040.

**Article II
Purpose**

The purpose of the nonprofit shall be to operate an arts center. To carry out its purpose, the nonprofit shall:

- A. Provide a continuing organization, which will work to provide arts related educational opportunities at the HCAC and within the community.
- B. Work in conjunction with interested staff, students and members of the organization to determine the most effective use of funds.
- C. Accept donations, solicit and raise money for the foregoing purposes. The HCAC will provide interested persons or businesses with an opportunity to make tax deductible bequests, memorial contributions and other gifts.

**Article III
Organization and Status**

The nonprofit will operate under the Articles of Organization filed on (date filed) and has obtained from the Internal Revenue Service 501(c)(3) tax exempt status.

**Article IV
Membership and Voting Privileges**

Section 1, Membership of the HCAC will be divided into Individual, Family and Associate members.

Section 2, Individual and family types of membership will be entitled to attend classes, demonstrations, social functions, serve on committees and receive HCAC communications.

Section 3, Associate members will be entitled to participate in any free demonstrations, social functions or offerings provided by the HCAC.

Section 4, Application for membership shall be made to HCAC in a manner and form approved by the Board of Directors and returned to the organization accompanied by the appropriate dues.

**Article V
Dues**

Section 1, Annual dues for all members shall be payable on September 1st of each year. Members who have not paid their dues by September 30th will be considered delinquent and deleted from the membership rolls.

Section 2, Annual dues shall be set by a two-thirds (2/3rds) vote of the Board of Directors present at a meeting held for that purpose. The Board of Directors shall be notified, in writing or electronic means, 30 days prior to such meeting held for such purpose.

**Article VI
Board of Directors**

Section 1, The board of Directors members of the nonprofit shall be elected and include but are not limited to President, Vice President, Secretary and Treasurer.

Section 2. Voting privileges. The Board of Directors voting privileges will be limited to:

- Electing the Board of Directors at the annual meeting
- Voting on any proposal which the Board of Directors specifically indicates will be voted on. Unless otherwise indicated by the Board, all matters of the nonprofit will be decided by vote of the Board of Directors only.
- Votes will be limited to one vote per board member and are allowed by proxy if assigned.

Section 1. Number and makeup. The Board of Directors shall manage the affairs of the nonprofit. The number of Directors shall be no less than seven (7) and no more than fifteen (15).

Section 2. Election. Directors will be elected at each annual meeting. All persons must receive at least five votes in order to be on the Board. Those persons receiving the highest number of votes shall be Directors for the ensuing term. All members of the nonprofit attending the annual meeting are eligible to vote for the Directors. Each Board member of the HCAC may cast one vote each for no more than the number of vacancies being filled. Refer to Article VI, Section 2 regarding voting privileges.

Section 3. Term of Office. Each Director shall hold office for two (2) years. Directors may be re-elected. Directors may not serve more than three (3) consecutive terms. All directors shall hold office until their respective successors are elected, except in the case of resignation, death, disability or removal.

Election of Directors shall be staggered so that approximately one-half of the Directors are elected in even-numbered years and the remaining are elected in odd-numbered years. The Nominations Committee shall select a

slate of candidates based on qualifications and present those candidates for election. Candidates for the Board shall be nominated only with the consent of the nominee.

Section 4. Vacancy. Any vacancy or unfilled position on the Board of Directors shall be filled for the unexpired term by appointment. The President of the nonprofit shall be responsible for recommending the appointee who must be ratified by a majority of the Board of Directors.

Section 5. Resignation and Forfeiture. Any director may resign at any time by giving written notice to the President. Any director may be removed from the Board of Directors for any reason whatsoever by an affirmative vote of two-thirds (2/3) of the total number of Directors.

Section 6. Compensation. Directors shall not receive any salary or compensation for their services.

Section 7. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the nonprofit, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the nonprofit and such authority may be general or confined to specific instances.

Section 8. Advisory Boards. The Board of Directors shall have discretion to appoint one or more advisory boards to assist in carrying out the purposes of the nonprofit.

Section 9. Reporting. The Board of Directors shall be responsible for complying with all reporting requirements of the nonprofit.

Section 10. Conflict of Interest. Each member of the Board shall be responsible for identifying and stating any conflicts of interest when pertinent issues are discussed and voted on by the Board. The conflict of interest shall be noted in the Board's minutes and if a vote on the matter is taken the results will note the outcome and that the member with a conflict has not cast a vote. "Conflict of Interest" shall be defined as a member who has only a vested fiscal interest in the outcome of a board action.

Section 11. Indemnification. The Directors shall be indemnified and held harmless to the extent and in the manner permitted by Massachusetts Nonprofit Corporation Law.

Article VI Meetings

Section 1. Annual Meeting. The annual meeting of the nonprofit shall be held at its principal place of business during the month of May. Notice of the annual meeting shall be published no less than ten (10) days before the meeting.

Section 2. Advisory Meeting. A meeting shall be held between May 15 and July 31 of each year, at which the Board of Directors will present the already approved budget for the current fiscal year, and will ask for an advisory vote by all members present at the meeting as to whether or not they support the current budget. The Board will take the outcome of the vote into consideration. Notice of the advisory meeting shall be published no less than ten (10) days before the meeting.

Section 3. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at least three (3) times during the fiscal year. The President or any two (2) Board members can call special meetings of the Board of Directors. Meetings are open to the public, but only members of the nonprofit may speak, unless permission to speak is specifically granted by the President. Members will request time on the agenda by asking the President at least 48 hours prior to the meeting. No member may speak for more than 15 minutes, unless more time has been specifically granted by a majority vote of the Directors.

Section 4. Notice of Meetings. Notice of a time and place for any regular meeting or special meeting of the Board of Directors shall be delivered personally, or by telephone, facsimile, first class mail, or electronic mail to each

director at least forty-eight (48) hours prior to the meeting. A reasonable effort will be made to notify all members of meetings at least forty-eight (48) hours prior to the meeting.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Unless otherwise specified, a majority vote of the Directors present shall determine the outcome of issues brought before the Board.

Section 6. Action without Meeting. Any action of the Board of Directors may be taken without a meeting if $\frac{3}{4}$ all members of the Board individually or collectively consent to this action. The President shall determine the method of voting on the action and be responsible to provide written results of the action to the Secretary. Results of consent and the action shall be filed with the minutes of the proceedings of the Board.

Article VII Officers

Section 1. Officers. The officers of the nonprofit shall be a President, Vice-President, Secretary and Treasurer. Officers must be members of the Board of Directors, and may not be related by blood, marriage or be members of the same household (household is considered to be a common address).

Section 2. Election and Transition. The officers of the nonprofit's Board of Directors shall be elected yearly by the newly elected Board of Directors immediately following the annual meeting. The outgoing Treasurer will maintain the books of the nonprofit until the end of the current fiscal year. The incoming Treasurer will work with the outgoing Treasurer in an advisory capacity. The outgoing Treasurer will not vote on matters before the new board unless he/she is also a member of the new board.

Section 3. Term of Office. Each Officer shall hold the office for two years or until his/her successor shall have been duly elected and qualified. An Officer shall not hold the same position for more than three consecutive terms.

Section 4. Removal. An Officer of the Board may be removed when:

- a) An officer fails to attend two (2) consecutive meetings without adequate excuse; and/or
- b) An officer is not fulfilling the responsibilities of the office as prescribed in the Bylaws; and/or
- c) An officer engages in conduct which the Board of Directors determines to be injurious to the organization or its purposes.

The Board of Directors, at a duly noticed meeting, may by a vote of two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) requesting the resignation of the officer; (2) making a formal recommendation that the officer be removed from office.

Section 5. Vacancy. A vacancy in any office may be filled through appointment by the President and ratified by the Board.

Section 6. Elected Officer Roles

A. President. The President shall be the chief executive officer of the nonprofit. The President shall preside over all meetings and the annual meeting of the nonprofit, shall, in general, supervise and control all of the business and affairs of the nonprofit, and shall be responsible for reporting to the nonprofit, as required, on the activities and operation of the nonprofit. He/She shall be an ex-officio member of all committees except the nomination committee.

B. Vice-President. The Vice-President shall, in the absence of the President, or in event of his/her inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall perform such other duties from time to time as may be assigned to him/her by the President or the Board of Directors.

C. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the nonprofit, and shall be responsible for providing the nonprofit with all financial and accounting data required of the nonprofit.

D. Secretary. The Secretary shall keep the minutes of the annual meeting and meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the nonprofit's records, and in general perform all duties incident to the office of Secretary. The secretary shall also receive copies of monthly bank statements, mailed directly from the bank, for review.

Article VIII Committees/Advisory Boards

Section 1. Committees/Advisory Boards (Committees). There shall be such committees created by the Board of Directors as may be required to carry on the work of the nonprofit. The quorum for a committee meeting shall be a majority of its members. At least one (1) committee member must be a member of the Board. All other committee members must be members of the nonprofit.

Required committee: Nominating.

Other committees may include (but are not limited to): (membership and program development, marketing and social media, fundraising).

Section 2. Appointment. The President, subject to the ratification of the Board of Directors, shall appoint the chairperson and members of committees.

Section 3. Term. The chairperson and members of special committees shall serve for one year, or until their assignments have been completed, whichever comes first.

Article IX Financial Administration

Section 1. Use of Funds:

The HCAC will use funds:

- (a) to fund class sections.
- (b) to fund improvements based on input from the Board of Directors.
- (c) to pay normal administrative expenses involved in supporting the HCAC.
- (d) in a manner that does not conflict with the organization's Bylaws, Public Policies, or Memorandum of Understanding

Section 2. Books and Records. The nonprofit shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the nonprofit may be inspected by any member, or his agent or attorney, authorized representative for any proper purpose at any reasonable time, and upon reasonable notice.

Section 3. Required Reporting. The Board of Directors shall provide reasonable periodic reporting at least quarterly no later than the last day of the following month of each calendar quarter.

Section 4. Notes of Indebtedness. All checks or drafts issued in the name of the nonprofit will require two signatures. Any two of the following are authorized to sign checks: President, Treasurer, or Vice-President.

Section 5. Financial Reporting. An accountant, appointed by the President, shall audit, review or compile the books and financial records of the nonprofit annually as required by law. The accountant may be any individual the

President chooses, but cannot be a current Officer of the nonprofit. The appointed accountant must be approved by the Board. Results of the annual financial reporting shall be made available to the Board of Directors no later than October 31st of each year.

Section 6. Fiscal Year. The fiscal year of the nonprofit shall begin on the first day of July and end on the last day of June.

**Article X
Dissolution**

Upon dissolution or final liquidation of the nonprofit, any remaining assets shall be, after payment or the making of provision for payment of all the lawful debts and liabilities of the nonprofit, distributed pursuant to Massachusetts General Laws, Chapter 180, Section 11A, and distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to one or more organizations with similar purposes, which qualify as exempt from federal income taxation under Section 501(c)(3), or shall be distributed to the City of Holyoke, Massachusetts for a public purpose.

**Article XI
Parliamentary Authority**

The rules contained in the current edition of the Robert's Rules of Order Newly Revised shall govern the nonprofit in all cases in which they are applicable and in which they are not in conflict with these Bylaws and those of the nonprofit.

**ARTICLE XII
Amendment to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the Board of Directors voting at a duly called meeting, providing a quorum is present. All prior and existing Bylaws are hereby repealed and rescinded effective immediately on the latter of the date of adoption of these bylaws or the date of agreement by the nonprofit.

Adopted on _____, by the HCAC, Board of Directors.

Jeffrey Biachine, President

Kathleen Anderson, Vice-President

Ginger Nehring, Secretary

Rosemarie Goyette, Treasurer