

BY-LAWS OF MANCHESTER ARTISTS ASSOCIATION
Final for Membership Approval
December 20, 2018

ARTICLE I

Name

The name of this Corporation, a New Hampshire non-profit corporation, shall be Manchester Artists Association (henceforth referred to as "MAA").

ARTICLE II

Location

Section 2.1 The principal address of MAA for the transaction of its business is PO Box 16713, Hooksett, New Hampshire 03106.

Section 2.2 MAA may have other offices at such other places, within or without the State of New Hampshire where it is qualified to do business, as its business may require and as the Board may from time to time designate.

ARTICLE III

Purpose, Powers, and Limitations

Section 3.1 Purpose. The purpose of MAA is to provide fellowship, learning and inspiration to artists who are engaged or interested in the pursuit of fine art.

Section 3.2 Powers. MAA shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

Section 3.3 Limitations.

3.3.1 MAA shall be an equal opportunity association, and it shall not discriminate on the basis of age, race, color, creed, gender, disabilities, financial status, sexual orientation, or national origin.

3.3.2 MAA shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c) (3) of the Internal Revenue Code of 1986, or any successor provisions.

3.3.3 MAA is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer of MAA, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

3.3.4 On dissolution, after provision is made for payment of debts, all property of MAA, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of Section 501(c) (3) of the Internal Revenue Code of 1986, or any

instrumentality for public use, or any successor provisions, and as the Board of MAA shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

3.3.5 No substantial part of the activities of MAA shall be carrying on propaganda, or otherwise attempting, to influence legislation, and MAA shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IV

Membership and Exemptions

Section 4.1 Membership. A **regular member** of MAA is anyone who has an interest in or is actively engaged in fine art and has **paid** his or her **annual membership fee**. The Board of Directors can designate an individual as a **Lifetime Member** by a 2/3rds vote of the board at a board meeting.

Section 4.2 Exemptions. **Current Board Members** and **Lifetime Members** shall be exempt from membership fees should they so desire not to pay them.

ARTICLE V

Board of Directors

Section 5.1 General Powers. The Board of Directors shall manage the business and affairs of the MAA. The Board shall, in all cases, act as a Board and it may adopt such rules and regulations for the conduct of its meeting and the management of the MAA, as it may deem proper, not inconsistent with these Bylaws and the laws of this State.

Section 5.2 Officers of the Board. The Elected Officers of MAA shall be President, Vice President, Secretary and Treasurer and will be designated as the Executive Board.

5.2.1 President. The President shall preside at all meetings of the general membership. She/he shall serve as chairperson of the Board of Directors and the Executive Board. She/he may serve as ex-officio member of all other committees. The President will also cast the deciding vote in case of a tie at all meetings. The President shall make recommendations to the Board for Chairpersons for each Standing, Service, and any Ad Hoc Committee. The President shall have the authority to call special meetings of the General Membership, Board of Directors, and Executive Board. In case of a vacancy on the Board of Directors, the President shall be responsible to recommend appointment of a new member or members to serve the unexpired term. The recommendation must be elected by a majority vote of the Board.

5.2.2 Vice President. The Vice President shall discharge all duties of the President in her/his absence and also serve as Chairperson of the Exhibits Committee.

5.2.3 Secretary. The Secretary shall keep a record of the proceedings of the MAA. She/he shall be responsible for all recorded minutes at all official meetings and will make them

available at all pertinent meetings. She/he shall also handle the PO BOX, notices, correspondence and other such business of the MAA.

5.2.4 Treasurer. The Treasurer shall collect and under the direction of the Executive Board, disburse such funds as authorized. She/he shall furnish a report on the financial status of the Association at every monthly meeting and more often if requested by the President. The Treasurer shall be responsible for IRS filings that MAA is obliged to file. If paid professional assistance is required, a request to consult one must be submitted to the Executive Board for approval.

Section 5.3 Executive Board. The Officers of the Board make up the Executive Board. The Executive Board is responsible for handling any sensitive MAA business and shall meet as needed to handle that responsibility. In the event a meeting of the Executive Board is required, a written record will be completed and all findings will be reported to the Board of Directors.

Section 5.4 Number, Qualifications, Tenure. The Board of Directors shall consist of the 4 Officers and the 5 Standing Committee Chairs (see Article VI, Section 6.1). The number of persons serving on the Board shall at all times be at least five, with no maximum. Anyone who is a member of the MAA is eligible to become a member of the Board. Each Board member shall serve for a term of one year and may serve an unlimited number of terms as a member of the Board.

Section 5.5 Elections. Each year, the Board shall nominate a new slate of Officers and Standing and Service Committee Chairs to serve from July 1st through June 30th. Any member may make a nomination from the floor. Elections will be held in the month of May every year at a General Membership Meeting. The Executive Board will notify the General Membership of the new proposed slate of Officers and Committee Chairs at the April meeting and via other announcements including the Website.

Section 5.6 Resignation or Removal of Board Members or Committee Members. A board member may resign at any time by giving written notice to the Board, the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. Any officer may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board called expressly for that purpose. If the board votes to remove a member, the member must be notified in writing by the President of MAA.

ARTICLE VI

Standing, Service, and Ad Hoc Committees

Section 6.1 Standing Committees. Standing Committees are permanent committees with a continued existence, formed to do their assigned work on an ongoing basis. MAA Standing Committees include Program, Membership, Exhibits, Website, and Newsletter. Each Standing Committee must have an identified chair who is elected by the General Membership. Members of each Standing Committee can be appointed by the President, Committee Chair, or the Board.

Section 6.2 Service Committees. Service Committees are permanent committees with a continued existence, formed to do its assigned work on an ongoing basis. Service committees include Publicity, Newsletter, Scholarship, Hospitality, Library, Artist of the Month, Artist of the Year, Historian, and Nominations. Each Service Committee must have an identified Chair. Service Committee Chairs are appointed by the President and approved by the Board. Service Committee Chairs shall attend board meetings as ex-officio/non-voting members as duties require or when asked by the President. Members of each Service Committee can be appointed by the President, Committee Chair, or the Board.

Section 6.3. Ad Hoc Committees. The Board, by resolution, may designate from among its members Ad Hoc committees deemed necessary to promote the growth and well-being of the organization. Each committee must have an identified chair. Ad Hoc Committee members shall attend board meetings as ex-officio/non-voting members as duties require or when asked by the President. Members of each Ad Hoc Committee can be appointed by the President, Committee Chair, or the Board.

ARTICLE VII Meetings and Quorum of Membership

Section 7.1 General Membership Meetings. Regular meetings of the General Membership will be held once a month, from September through June. In cases where the meeting is cancelled due to weather or other extenuating circumstances, the board may reschedule the monthly General Membership meeting.

Section 7.2 Special Membership Meetings. Special meetings of the general membership may be requested by a petition duly signed by twenty percent (20%) of the members. The President will call such a meeting no later than two (2) weeks after receiving such written notice.

Section 7.3 Regular Board Meetings. The Board of Directors shall meet regularly from September to June before the General Membership meeting at its meeting place, or at such other times and places as it sees fit. In event of absence of both President and Vice President, a chairperson shall be selected from among the members of the Board present in order to conduct the official business of the meeting. To effect a smooth transition from one year to the next, a Board meeting of outgoing and incoming board members shall be held prior to the beginning of the next fiscal year.

Section 7.4 Quorum of Membership. Twenty-Five percent (25%) of the General Membership (voting members) shall constitute a quorum in all matters, excluding amendments to the Bylaws and Rules (see Article VIII).

Section 7.5 Special Board Meetings. The President can call special meetings of the Board. Three (3) or more members the Board may request a Special Board meeting after submitting a written request to the President. Such meetings shall be called by the President no later than one (1) week after receiving such request. Special Board meetings will be called only to discuss a specific issue or issues. Special Board meetings may be held by telephone conferencing so long as each person present at such telephone meeting may hear all others present and may speak and be heard by all others present at the meeting.

Section 7.6 Presiding Officer at Meetings. The President shall preside at all Regular, Executive Board and Special meetings with the Vice President presiding in her/his absence. In the event of the absence of both the President and Vice President, a temporary chairperson shall be selected from among the members of the Executive Board present, in order to conduct the official business of the meeting.

Section 7.7 Board or Special Board Meeting Quorum. At any meeting of the Board, a majority of Directors shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present.

Section 7.8 Manner of Acting. The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

Section 7.9 Notice. Notice of any special meeting shall be given at least seven days in advance and shall include a description of the agenda. Notice may be given by telephone, e-mail or by regular or certified mail. The attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 7.10 Reports to Board. The Officers and the Chairs of all Standing Committees shall report monthly to the Board of Directors at the regular meetings. The advice and consent of the Board of Directors shall be sought on all major policy decisions.

ARTICLE VIII

Amendments

The Bylaws may be amended, repealed or new Bylaws adopted by the Board of Directors at any meeting of the Board by the affirmative vote of not less than two-thirds of all the Directors of MAA. In order to amend, repeal, or adopt new Bylaws, it is required that the proposed change(s) be specified in writing and provided to board members not less than ten (10) days prior to such a meeting. However, in no event may any amendments be made which would affect MAA's qualification as a tax-exempt organization under Section 501 (c) (3) of the Code or corresponding section of any future federal tax code.

ARTICLE IX

General Notice and Waiver of Notice

Section 9.1 General Notice. Whenever under the provisions of law or these Bylaws, notice is required to be given to any person, such notice may be given via U.S. mail or overnight delivery with postage prepaid, and shall be deemed given when deposited in the mail or the delivery service addressed to such person at such person's address as it appears on the records of the Corporation. Notice may also be given by electronic mail, facsimile, or hand delivery, and such notice will be deemed given when received.

Section 9.2 Waiver. Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the given of such notice.

Attendance at a meeting either in person, or if applicable, by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless she/he attends solely for the purpose of objecting at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

ARTICLE X

Budget, Contracts, Loans, Checks and Deposits

Section 10.1 Budget. The President and Executive Board shall produce a yearly budget of expected revenue and expenses based in projections from Committee Chairs no later than May of the previous year. The budget shall be discussed and approved by the Board at least annually. Bank statements and updated yearly budget shall be presented to the Board by the Treasurer at each monthly Board meeting.

Section 10.2 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 10.3 Loans No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 10.4 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by the Treasurer and designee and in such manner as shall from time to time be determined by resolution of the Board.

Section 10.5 Deposits. All funds of the MAA not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

ARTICLE XI

Limitation of Liability

Unless otherwise expressly authorized by the Board, all members of the Board and all officers shall serve without compensation and, pursuant to Section 508:16 of New Hampshire Revised Statutes Annotated, shall not be liable for bodily injury, personal injury and property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the corporation.

ARTICLE XII Indemnification

The Corporation shall indemnify and hold its Board Members and officers harmless from and against all suits, claims, injuries, or damages asserted against them, so long as the Board member or officer to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived an improper personal benefit.

ARTICLE XIII Conflict of Interest Policy

Section 13.1 Each member of the Board, each officer and each employee of the corporation shall disclose in writing to the Board any possible conflict of interest. Records shall be kept of all disclosed conflicts of interest.

Section 13.2 The record of conflicts of interest shall be reviewed annually and when a Board member's conflict of interest involves a specific issue before the Board. Where the transaction involving a Board member's conflict of interest exceeds five hundred dollars (>\$500) but is less than five thousand dollars (<\$5,000) in a fiscal year, a two-thirds vote of the disinterested members of the Board is required for approval of the transaction. Where the transaction exceeds five thousand dollars (>\$5,000) in a fiscal year, then a two-thirds vote of the disinterested Board members plus publication in the Union Leader is required. The minutes of any meeting approving any transaction involving a conflict of interest shall record the actual vote and shall reflect that the disclosure was made and that the interested member abstained from voting on the transaction.

Section 13.3 Every new member of the Board will be informed of this policy upon entering the duties of office, and shall sign a statement acknowledging understanding of, and agreement to, this policy. The requirements of New Hampshire law are hereby incorporated into and made a part of this policy statement.

Notes: Manchester Artist Association, Inc. Constitution and By Laws

1. September 2003; including changes made on April 3, 1978 and February 3, 1984, and Revision of By-Laws voted on by the general membership on February 6, 1989. Revisions approved by the General Membership June, 5, 2009
2. May 2012; Proposal made to the Executive Board for the removal of all references to MAA Gallery and Gallery Director wherever mentioned within the By-Laws on March 5, 2012; Voted on by the general membership via online voting throughout the month of April, and a show of hands from all present at the May 7, 2012 general meeting. Revisions approved, revised and made public on June 4, 2012.
3. By-Laws Updated by Board on December 5, 2018.