

# **BYLAWS OF AMAZING THINGS ARTS CENTER, Inc.**

ātac Bylaws Approved as Revised 2021-0127

## **ARTICLE I: NAME AND MISSION**

Section 1. NAME. The name of the organization shall be Amazing Things Arts Center, Inc., doing business as ātac, and is established as a Non-Profit Charitable Corporation under Massachusetts General Laws, Chapter 180.

Section 2. PRINCIPAL OFFICE. The principal office of Amazing Things Arts Center, hereinafter entitled the Corporation, shall be in the City of Framingham, Massachusetts or such other place as designated by resolution of the Board of Directors of the Corporation.

### Section 3. MISSION

The mission of the Corporation is:

1. To provide a venue for visual and performing artists and to nurture a community of artists, arts supporters and arts appreciators in the MetroWest area of Greater Boston
2. To conduct any other charitable and educational activities as authorized by Chapter 180 of the Massachusetts General Laws and approved by the Directors and Membership.

In furtherance of its mission the Corporation, through its Board of Directors, will:

- A. Solicit and seek public and private funds, contributions, and grants for the support and programming of the Corporation;
- B. Generally operate in a manner consistent with the provisions of the General Laws of the Commonwealth of Massachusetts, and any other relevant statutory provisions now or hereafter enacted;
- C. Have all the powers granted to a corporation organized and existing under Chapter 180 of the General Laws of the Commonwealth of Massachusetts as amended, provided, however, that the powers exercised hereunder shall not be in violation of Section 501(c)(3) of the Internal Revenue Code of 1986 as may be amended from time to time.

## **ARTICLE II: MEMBERSHIP**

Section 1: RIGHTS. Members will have the right to vote for the election of the Directors at Annual or Special Meetings, and to amend bylaws, as specified in Articles III and X below. No Member

shall hold more than one Membership in the Corporation. All Members shall have the same rights, privileges, restrictions and conditions. Any person aged sixteen (16) years or older, or any partnership, corporation, association or other legal entity can be a Member of the Corporation. There is no limitation to the number of Members of the Corporation.

Membership interests in the Corporation are not transferable.

Section 2. MEMBERSHIP DUES. Anyone wishing to become a Member of the Corporation shall complete an application and shall pay an annual Membership fee in the amount determined by the Board of Directors.

Section 3. MEMBERSHIP LIST. The Corporation shall maintain an official Membership list with the name, address and email address of each Member of the Corporation. The list shall also contain the date the Membership of any Member of the Corporation began and the date such Membership ceases. The list will be kept in the principal place of business of the Corporation.

Section 4. NONLIABILITY OF MEMBERS. No Member by virtue of just being a Member of the Corporation shall be liable for the debts, liabilities or obligations of the Corporation.

Section 5. TERMINATION OF MEMBERSHIP. A Member's Membership interest in the Corporation shall terminate upon death of a Member if a natural person or the dissolution of the Member if a corporation, partnership or association, or upon the failure of a Member to pay membership dues by the due date. Termination of Membership for non-payment of dues occurs automatically without notice being given by the Corporation. Membership may be reinstated in full upon payment of dues.

### **ARTICLE III. MEMBER MEETINGS**

Section 1. ANNUAL MEETINGS. At least one meeting of the Members will be held each year. This Annual Meeting will be held at the principal office of the Corporation or such other place as chosen by the Board of Directors.

The Annual Meeting of Members shall be held during the fourth quarter of the calendar year, or such other date designated by the Board of Directors. The purpose of the Annual Meeting will be to transact any and all business of the Corporation, including, but not limited to, the election of the Board of Directors and approval of proposed amendments to the Bylaws of the Corporation.

Section 2. SPECIAL MEETINGS. Special Meetings of the Members may be called by the President or the Directors, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other Officer.

Section 3. NOTICES OF MEETINGS. Notices of all annual or special meetings shall be sent by either email or first-class mail to Members, and posted by the President, Vice President or Secretary of the Corporation on the Corporation's web site at least one week before the date of the meeting. All notices of Member meetings must contain a statement about the purpose for which the meeting is to be called and any special business that is to be conducted therein. The notice must also state the date, time and place of the meeting. The Officer of the Corporation giving notice of the meeting shall file a declaration with the minutes of the Corporation stating that notice of the meeting has been duly given to all Members entitled to vote.

Section 4. BUSINESS AT SPECIAL MEETINGS. At a Special Meeting of Members, the business transacted therein shall be limited to that which is stated in the notice of the meeting.

Section 5. QUORUM FOR MEETINGS. If the greater of twenty (20) or ten (10%) percent of Members are present, a quorum shall exist for conducting a Member meeting. If, however, a quorum does not exist, a valid meeting cannot be held.

If a quorum is present when the meeting is called, the Members may continue to hold the meeting and transact business until adjournment, even if some Members leave so that a quorum is no longer present, provided a majority of Members who constituted the initial quorum still remain.

Section 6. MAJORITY RULES. At a duly called meeting with a quorum, the vote of a majority of those Members present shall determine the passage of any corporate resolution or other business matter unless either state law or the Articles of Organization require a different percentage of vote.

Section 7. RECORDS DATE. Only those persons or entities who are shown to be Members in the records of the Corporation on the day of any meeting of Members or such other day as fixed by the Board of Directors shall be entitled to vote.

Section 8. NO PROXIES. Only Members in attendance at Member meetings may vote. No proxies will be allowed.

Section 9. CONDUCT OF MEETING. The President, if present, and if not, then the Vice President, shall call a meeting of Members together and preside over the meeting as the Chair. If neither the President nor the Vice President are present, the Board shall appoint one of the Directors to serve as the Chair. The Secretary of the Corporation, if present, and if not, a person chosen by the Board, shall serve as the Secretary of the meeting of Members.

Section 10. MEETINGS IN SPECIAL CIRCUMSTANCES. In the case of urgent business or an inability to gather in a meeting place (e.g., for reasons of public health directives, unsuitable meeting

spaces, inability to travel), the Annual or Special Meetings of Members may be conducted remotely through the use of video screen communication or other electronic transmission, as long as all members participating in the meeting can communicate with all of the other members concurrently. Members, Directors and officers participating in a meeting by this means are deemed to be present in person at the meeting and may vote on any motion made during the meeting. In addition, Board members with special circumstances preventing physical attendance at a Board meeting may participate in the meeting via such electronic means and submit votes as if they were physically present, again providing that all persons participating in the meeting can communicate with each other at the same time.

Section 11: RULES. At all meetings of Members, the Chair shall establish rules of order as consistent with Chapter 180 of Massachusetts General Laws, except as the rules are superseded by the provisions of the Articles of Organization or these Bylaws.

#### **ARTICLE IV: BOARD OF DIRECTORS**

Section 1. NUMBER AND TERM. The number of Directors which will compose its Board of Directors shall be not less than eight or more than 15. All Directors shall be at least eighteen (18) years of age and be, or become, members in good standing of the organization. The Directors shall be elected to three-year terms at the Annual Meeting of Members except where a vacancy is filled pursuant to Section 7 below or as required for initial organizational purposes. No Director may serve more than two three-year terms consecutively. Prior service for partial terms not exceeding eighteen months in length shall not be counted toward the six consecutive year limit.

Section 2. NOMINATIONS TO THE BOARD. The Governance Committee, with structure and other duties as defined in Article V, Section 3, shall be responsible for proposing persons for election as Directors at the next Annual Meeting of the Corporation. In the event of a vacancy on the Board of Directors which occurs between Annual Meetings, the Governance Committee may propose replacement Directors for election by the Board of Directors, which elected replacement Director will serve until the next Annual Meeting (see Section 7 below), where the person may be nominated for a full term. The Governance Committee should annually, or more frequently if necessary, review the composition of the Board with respect to such factors as race, gender identity, sexual orientation, ethnicity, age, geographic representation, the number, function, and expertise of committee members, conflict of interest considerations and the needs of the Board of the Corporation, and make recommendations based on that review. The Governance Committee shall arrange and provide orientation for new Board members.

Section 3. **NOMINATION OF DIRECTORS:** Recommendations for Director nominees may be submitted by any Member to the Governance Committee. Such nominations must be referred to the Secretary not later than 30 days prior to the date of the Annual Meeting. The Governance Committee shall, after giving due consideration to such recommendations and such other persons as it may wish to consider, present its slate of Director candidates to the Board at a Board meeting prior to the next Annual Meeting of Members. Such slate may contain, at the discretion of the Governance Committee, more candidate names than openings.

The Board may accept or reject any candidates. Upon Board approval, the slate of nominees shall be sent to Members with the notice of the Annual Meeting (Article III, Section 3). The Members present shall vote on the final slate of nominees for Board of Directors.

Section 4. **BOARD MEMBER ATTENDANCE:** Directors are expected to attend Board meetings, the Annual Meeting, and any meetings of Board committees to which one has been appointed. If a Director fails to attend three Board meetings in one year (from election to election), other than for good cause as determined at the discretion of the Board President, that Director will be asked to tender her or his resignation from the Board. The position will be deemed to have become vacant for the remainder of the person's term or until the vacancy is filled pursuant to Article IV, Sections 2 and 7 of these Bylaws.

Section 5. **RESIGNATION.** A Director may resign at any time effective upon giving written notice to the Board of Directors. Upon notice of the resignation, the Board may fill the vacancy by appointment for the remainder of the year, or schedule a Special Meeting of Members for the election of a new Director.

Section 6. **REMOVAL OF DIRECTORS.** A Director may be removed for cause by an affirmative vote of two-thirds or more of the Directors then in office at any meeting of the Board of Directors, provided that such Director is given at least seven days' notice of the proposed removal and the reasons therefor, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting.

The status of the Executive Director as an ex-officio Director of the Corporation shall co-terminate with the Executive Director's employment.

Section 7. **VACANCIES ON THE BOARD.** Vacancies on the Board may be filled by a vote of the majority of the remaining Directors for the balance of the year, until the next annual Members meeting, even though they may constitute less than a majority of the full Board.

A vacancy on the Board shall be deemed to exist upon the death, resignation or removal of any

Director, an increase in the number of Directors or a failure of the Members to fill all Board vacancies at any meeting of Members to elect Directors.

## **ARTICLE V: DIRECTOR POWERS AND DUTIES**

Section 1. **POWERS OF THE BOARD OF DIRECTORS.** The Board of Directors is the policy-setting body and is responsible for the oversight of the Corporation's business and legal affairs. Towards this end, the Board will exercise all of the corporate powers to do such lawful acts that are not prohibited by either state law or the Articles of Organization. Such acts include the hiring and terminating the Corporation's Executive Director.

Section 2. **DUTY OF CARE.** Each Director shall perform his or her duties, including those of being a Member on any corporate board, in good faith. Each Director shall execute all duties through the use of the standard as to what in the Director's opinion is in the best interests of the Corporation. In making all decisions a Director shall utilize such reasonable care and inquiry as a reasonably prudent person in a like situation would employ.

Section 3. **UTILIZATION OF COMMITTEES.** The Corporation shall have two standing committees: the Executive Committee and the Governance Committee, as described below. The Board of Directors may also create as it deems necessary committees of at least one Director and, if desired, one or more Members to exercise the powers of the Board of Directors in specified areas of the Corporation's business and legal affairs. Each Committee will elect a Chair. The Director(s) on each Committee will serve as liaison between that Committee and the Board of Directors.

The Executive Committee shall consist of only Directors serving on the Board. It shall deliberate on personnel decisions and policies, and shall assist the Board President in special considerations relating to the strategic direction of organization and other significant issues. The Executive Committee may take action in emergency situations without consulting the full Board of Directors.

The Governance Committee shall comprise at least two Directors selected by the Board, and also may include past Directors. The Committee shall operate nomination processes as specified in Article IV, Section 2. In addition, the Committee's responsibilities include the ongoing review and evaluation of the overall effectiveness of the organization's governance, being mindful of prevailing nonprofit best practices. Toward this end the Committee shall review and propose revisions to the Bylaws as needed, review and evaluate the organization's governance practices and procedures, and initiate and oversee the Board self-evaluation process. The Committee shall also maintain and review such policies as those related to compliance with tax laws, conflicts of interest and whistleblowers, and make recommendations to the Board on potential new policies regarding the organization's ethical and legal

responsibilities. The Committee shall also manage such matters as the Board may determine from time to time.

The Board of Directors may also establish *ad hoc* committees as appropriate, for example for special projects, strategic planning, or newly perceived needs.

The Board of Directors may make such further provisions for appointment of members and chairs of such committees and establish procedures to govern their activities.

The terms of office of members of committees shall be for a period of one year or less.

Section 4. COMMITTEE MINUTES. All committees created by the Board shall keep regular records of their meetings and make regular reports to the full Board of Directors.

#### Section 5. EXECUTIVE DIRECTOR AND STAFF

The Executive Director shall carry out the mission and pursue the goals as specified by the Board of Directors and be responsible for the effective staffing and operation of the Corporation. The Executive Director shall perform such duties as the Board may assign. The Executive Director normally attends all Board of Directors' meetings *ex officio* and presents a report at each meeting. The Executive Director is not a voting member of the Board. All additional staff members and operational consultants shall be hired and supervised by the Executive Director.

Section 6. CONSULTANTS. The Board of Directors has the authority to appoint one or more persons to serve as consultants to the Board in conducting its duties of oversight, planning and policy setting. Such consultants perform such special assignments as delegated to them by the President and provide reports to the Board.

Section 7. ADVISORY BOARD. The Board of Directors may create an Advisory Board to promote the objectives of the Corporation, further its purposes and advise the Board of Directors concerning the general policies applicable to, and the progress of the work of, the Corporation.

### **ARTICLE VI. DIRECTOR MEETINGS**

Section 1. REGULAR DIRECTOR MEETINGS. Regularly scheduled meetings of the Board of Directors may be held without special notice at such time and place as set by resolution of the Board of Directors. Regular monthly meetings of the Board of Directors shall be held at the corporate offices or such other place as they designate, including virtually by videoconference (e.g., Zoom).

The Board of Directors shall hold an Organizing Meeting without notice immediately after and at the same place as the Annual Meeting of Members. The sole items of business to be conducted at this

Meeting will be the election of Officers and the setting of a time and date for the next meeting of the Board.

Section 2. SPECIAL MEETINGS OF THE BOARD. Special Meetings of the Board of Directors may be called by the President or Secretary as necessary. Notice of Special Meetings shall be given to each Director by mail, phone or e-mail.

Section 3. QUORUM. At any meeting of the Board of Directors, no action may be undertaken unless a quorum of Directors is present. A quorum of Directors shall constitute at least fifty (50%) percent of duly elected and appointed Directors. Unless state law specifies a higher percentage, every act or resolution of the Board shall need only a majority vote of the Directors present to pass. Each Director shall have one vote and such vote may not be done by proxy.

Section 4. RULES. At meetings of the Board of Directors the President shall establish rules of order as consistent with Chapter 180 of Massachusetts General Laws, except as the rules are superseded by the provisions of the Articles of Organization or these Bylaws.

Section 5. MEETINGS IN SPECIAL CIRCUMSTANCES. In the case of urgent business or an inability to gather in a meeting place (e.g., for reasons of public health directives, unsuitable meeting spaces, inability to travel), Members of the Board of Directors may participate in a regularly scheduled or special Board meeting, or conduct the meeting, through the use of conference telephone, video screen communication or other electronic transmission, as long as all members participating in the meeting can communicate with all of the other members concurrently. A Director or Officer participating in a meeting by this means is deemed to be present in person at the meeting and may vote on any motion made during the meeting.

## **ARTICLE VII: OFFICERS**

Section 1. APPOINTMENT. The Board of Directors shall elect the Officers of the Corporation. The Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer. The Secretary shall be a resident of the Commonwealth. The election of Officers shall normally occur, except for the filling of vacancies, at the organizational meeting of Directors following the Annual Meeting of Members.

Section 2. OFFICERS' TERM OF OFFICE. The term of office for the Officers of the Corporation shall be one year. The Vice President and President may serve for up to three consecutive terms. The Secretary and Treasurer may serve as long as they are elected to the Board of Directors. Any Officer may be removed from office by the Board at any time by a majority vote of the Board. Any vacancy in any office of the Corporation shall be filled by the Board of Directors.



Section 3. RESIGNATION. Any Officer may resign from that position at any time by giving written notice to the Board of Directors. A resignation shall take effect on the date specified in the notice unless the Board of Directors votes to have a sooner date and removes the resigning Officer prior to the effective date of the resignation.

Section 4. PRESIDENT. The President of the organization, by virtue of that office, shall be Chair of the Board of Directors.

Section 5. VICE PRESIDENT. The Vice President shall serve the duties of the President in case of the President's absence.

Section 6. TREASURER. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for accounting for and investing such monies or securities of the organization. The Treasurer shall cause to be deposited in a regular business bank or trust company a sum not exceeding the amount specified by the Board of Directors, and the balance of the funds of the organization shall be deposited in a FDIC-insured bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a nonprofit corporation in this Commonwealth. The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be recorded in the minutes of the Board of Directors of such meeting. The Treasurer shall exercise all duties incident to the office of Treasurer.

Section 7. SECRETARY. The Secretary shall keep the minutes and records of the organization in appropriate files in the office of the Corporation. It shall be the Secretary's duty to file any certificate required by any statute, federal or state. The Secretary shall give and serve all notices to Members of this organization, and shall be the official custodian of the records of this organization. The Secretary may be one of the Officers required to sign the checks and drafts of the organization. In addition, the Secretary shall present to the Membership at any meetings any communication addressed to the Secretary of the organization. The Secretary shall submit to the Board of Directors any communication addressed to the Secretary of the organization. As necessary the Secretary shall attend to the correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Section 8. COMPENSATION. No Director or Officer shall for reason of their office be entitled to receive any salary or compensation, but nothing herein shall be construed to disqualify an Officer or Director for receiving reasonable compensation from the organization for duties other than as a Director or Officer. Any compensation shall be subject to restrictions established by conflict of interest policies promulgated by the Board of Directors.

## **ARTICLE VIII. FILES AND RECORDS**

The Corporation shall keep correct and complete files and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and mail or email addresses of the Members entitled to vote. All files and records of the Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE IX: CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

Section 1. **CONTRACTS:** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.

Section 2. **LOANS:** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. **CHECKS, DRAFTS OR ORDERS:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 4. **DEPOSITS:** All funds of the Corporation 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 of Directors shall select.

## **ARTICLE X: AMENDMENTS**

Section 1. **BYLAWS:** After study by the Governance Committee to amend or revise the Bylaws, the Committee shall bring a recommendation to the Board of Directors. After review, the Directors may, by majority vote at a Board meeting, approve, or approve with changes, the recommendation and bring the proposed amendments or revision to a vote at the next Annual Meeting or Special Meeting. Written or electronic notice of any proposed changes shall be sent in accordance with Article III, Section 3, of these Bylaws.

Any proposed amendments or revisions, repealed or new Bylaws, may be adopted by a vote of the Board of Directors and the Members at the Annual Meeting or at a Special Meeting called for that purpose. Notwithstanding Article III, Section 6, such amendment, revision, repeal or new Bylaws shall

require a two-thirds (2/3) vote of Members and Directors present at the meeting.

Section 2. VALIDITY: No changes to the Bylaws shall be valid if they adversely affect the Corporation's guidelines under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XI: DISSOLUTION, SALE OF ASSETS, AND MORTGAGE TRANSACTIONS**

Section 1. DISSOLUTION. As provided in the Articles of Organization, the Corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts by an affirmative vote of the majority of the Directors of the Corporation then in office. Any proposed dissolution shall conform to the provisions of the Articles of Organization.

In the event of dissolution, the Board of Directors continues in office until all legal and financial matters have been settled in accordance with the Articles of Organization.

Section 2. SALE, DISPOSITION OR MORTGAGING OF ASSETS. Any sale or disposition of assets shall conform to the provisions of the Articles of Organization. Any mortgage or pledge of, or granting of a security interest in, property or assets of the Corporation shall be authorized by a two-thirds vote of the Board of Directors.