

## **ARTICLE I Name**

The name of this nonprofit organization is the Quinebaug Valley Council for the Arts and Humanities ("QVCAH"), known as The Arts Center.

## **ARTICLE II Jurisdiction**

The Council primarily serves 19 communities in Worcester and Hampden Counties, Massachusetts, and six communities in Quinebaug Valley, Connecticut.

Those Massachusetts communities include: Brimfield, Brookfield, Charlton, Dudley, East Brookfield, East Douglas, Holland, Leicester, Monson, North Brookfield, Oxford, Palmer, Southbridge, Spencer, Sturbridge, Wales, Warren, Webster, and West Brookfield.

Connecticut communities include: North Grosvenordale, Pomfret, Putnam, Quinebaug, Thompson, and Woodstock.

## **ARTICLE III Objectives**

The purpose of the QVCAH is to:

- ? Coordinate, promote, and sponsor activities which encourage creative endeavors
- ? Serve as an educational resource for its members, and provide services that encourage professional standards and practices in the arts
- ? Cultivate understanding in the arts and humanities within the community
- ? Enlist the support of persons, organizations, and association which further the general welfare of the Council

## **ARTICLE IV Membership and Dues**

Membership in the QVCAH is open to any person without regard to race, color, religion, sex, national origin, age, handicap, or sexual orientation, who is interested in the production and/or promotion of the arts and humanities. Those persons who have paid their annual dues, as required by their class of membership, will be considered active members.

The dues for active membership will be set by the Board of Directors and ratified by a two-thirds vote of a quorum at any Board meeting.

Active membership in the QVCAH will run from the first day of the month in which the correct dues are received (to be known as the member's anniversary date) until the last day of 11th month there following. Renewal of each membership will continue to be due on an annual basis on the member's anniversary date.

An annual drive for recruiting new members and lapsed members will be held during the month of October of each calendar year, with a mass mailing postmarked no later than October 31.

## **ARTICLE V Meetings**

SECTION 1 The Annual Business Meeting will be held in June of each year. Board members and committee members are encouraged to participate. The meeting is open to the general membership. If, in any year, the Annual Business Meeting is not held in June, the meeting may be held at a later time provided proper notification is given. Proper notification, a printed notice of the meeting stating day, place, time, and agenda, shall be mailed to all members at least 14 days prior to the meeting.

Twenty (20) members constitute a quorum at the Annual Business Meeting. A majority vote is required to enact decisions. If requested, votes will be by roll call or by secret ballot.

SECTION 2 Emergency meetings may be called by the president of the Board of Directors or by a majority of the Board members, or 20 general members excluding Board members.

Twenty (20) members constitute a quorum. A majority vote is required to enact decisions.

## **ARTICLE VI Board of Directors, Officers, and Elections**

SECTION 1 The Board of Directors will consist of 15 members, in good standing.

SECTION 2 THE Board of Directors will appoint a nominating committee of five Board members no later than two months prior to the Annual Business Meeting to propose a slate of candidates for each position open on the Board. Additional nominations by those proposed on the slate may be made from the floor by the general membership. The election will be held by hand vote or by secret ballot at the Annual Business Meeting. A plurality vote for any candidate will constitute an election. The Secretary will determine the validity of any ballots.

SECTION 3 Each Director shall hold office for a term of three years and until his successor is chosen and qualified, provided, however, that the terms of office shall be so arranged that the terms of five Directors shall expire each year.

SECTION 4 The 15 members of the Board of Directors will, by two-thirds vote, elect from within its own membership the following officers: President, Vice President, Treasurer, and Secretary. The duties will be those usually incumbent upon such officers within the limitations of these Bylaws.

SECTION 5 The Executive Committee will consist of the President, Vice President, Treasurer, Secretary, including one member-at-large from the Board of Directors. The Executive Committee will carry out the policies and plans of the QVCAH which have been adopted by the Board of Directors.

SECTION 6 The meetings of the Board of Directors will be held monthly at a time approved by a majority of the Board. Additional meetings may be called by the President or a majority of the members of the Board.

SECTION 7 Five duly-elected members will constitute a quorum of the Board of Directors.

SECTION 8 Vacancies on the Board will be filled by a two-thirds vote by the Board, at any time, to fulfill an unexpired term.

### **ARTICLE VII Committees**

The President, or a majority of the Board of Directors, may form such committees as are considered necessary for the successful conduct of the QVCAH, and appoint chairmen for said committees as deemed appropriate. If chairmen are not members of the Board, they can serve as *ex officio*, non-voting members of the Board.

### **ARTICLE VIII Executive Director**

The Board of Directors may also appoint, by a required two-thirds majority, an Executive Director for the QVCAH whose duties will include, but not be limited to, the following:

- A. The Executive Director of the QVCAH shall serve as chief administrator for the Council's facilities and program
- B. The Executive Director shall have the authority to make decisions which will affect the facility and its programs, according to the Bylaws and policies of the Board. Those decisions are subject to ratification by the Board.
- C. The Executive Director will develop the operating budget, including projections for the annual programming operations, and present that to the Board two weeks prior to the Annual Business Meeting.
- D. The Executive Director is responsible for maintaining all financial records of the QVCAH and following through on the proper state and federal filing of such tax records at the appropriate time.
- E. The Executive Director will work with committees, as needed, to ensure that all activities have the required promotion and support.
- F. The Executive Director will work with the Building Committee, to ensure that all buildings and grounds of the Center be properly maintained.
- G. The Executive Director will prepare and submit all grant applications for funding through governmental and private sources.
- H. The Executive Director will perform all related duties as may be required by the Board.

### **ARTICLE IX Honorary Board Members**

SECTION 1 The Board of Directors can only present candidates for Honorary Board members at the Annual Business Meeting.

SECTION 2 Careful screening for the naming of Honorary Board members is encouraged to make sure exceptional candidates are included rather than dilute the current honor roll.

- SECTION 3 Former Honorary Directors will now be considered Honorary Board members with full privileges.
- SECTION 4 New Honorary Board members should be designated at the discretion of the current Board and the honor can only be bestowed upon former Board members. There is no required amount of time a candidate must have served on the Board to be considered for an honorary post.
- SECTION 5 The nominee's service to the QVCAH should be of significant value to warrant such an honor.
- SECTION 6 All nominations must be presented and agreed upon at the May meeting of the Board, just prior to the Annual Business Meeting.
- SECTION 7 Honorary Board members will continue to benefit from the privileges set forth for QVCAH members.

#### **ARTICLE X Fiscal Year**

The Fiscal Year of the QVCAH will run from the first day of July in each year to the thirtieth day the following June, both inclusive.

#### **ARTICLE XI Authority**

The rules contained in Roberts Rules of Order Revised will govern in all cases to which they may be applied except when in conflict with these existing Bylaws.

#### **ARTICLE XII Amendment**

These Bylaws may be amended by two-thirds vote of the members present at the Annual Business Meeting, including any proxy, provided a quorum is present and the entire membership has been sent written notification of amendment proposals at least seven days prior to the Annual Business Meeting.

#### **ARTICLE XIII Dissolution**

The QVCAH will exist until such time as a two-thirds majority of members vote that it should be disbanded.

In the event of dissolution, all property and assets of the QVCAH will be dispersed as determined by a two-thirds majority vote of the members present at any properly called meeting.

#### **ARTICLE XIV Closing**

In the event that any of the above articles or sections are in conflict with state or federal regulations, only that portion of the article or section will be considered null and void.